MARVEL

PREMIERE EDITION

ULTIMATE SPIDER-MAN®

POWER AND RESPONSIBILITY

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Chapter 1: Powerless
Chapter 2: Growing Pains
Chapter 3: Wannabe
Chapter 4: With Great Power
Chapter 5: Life Lessons
Chapter 6: Big Time Super Hero
Chapter 7: Revelations

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1

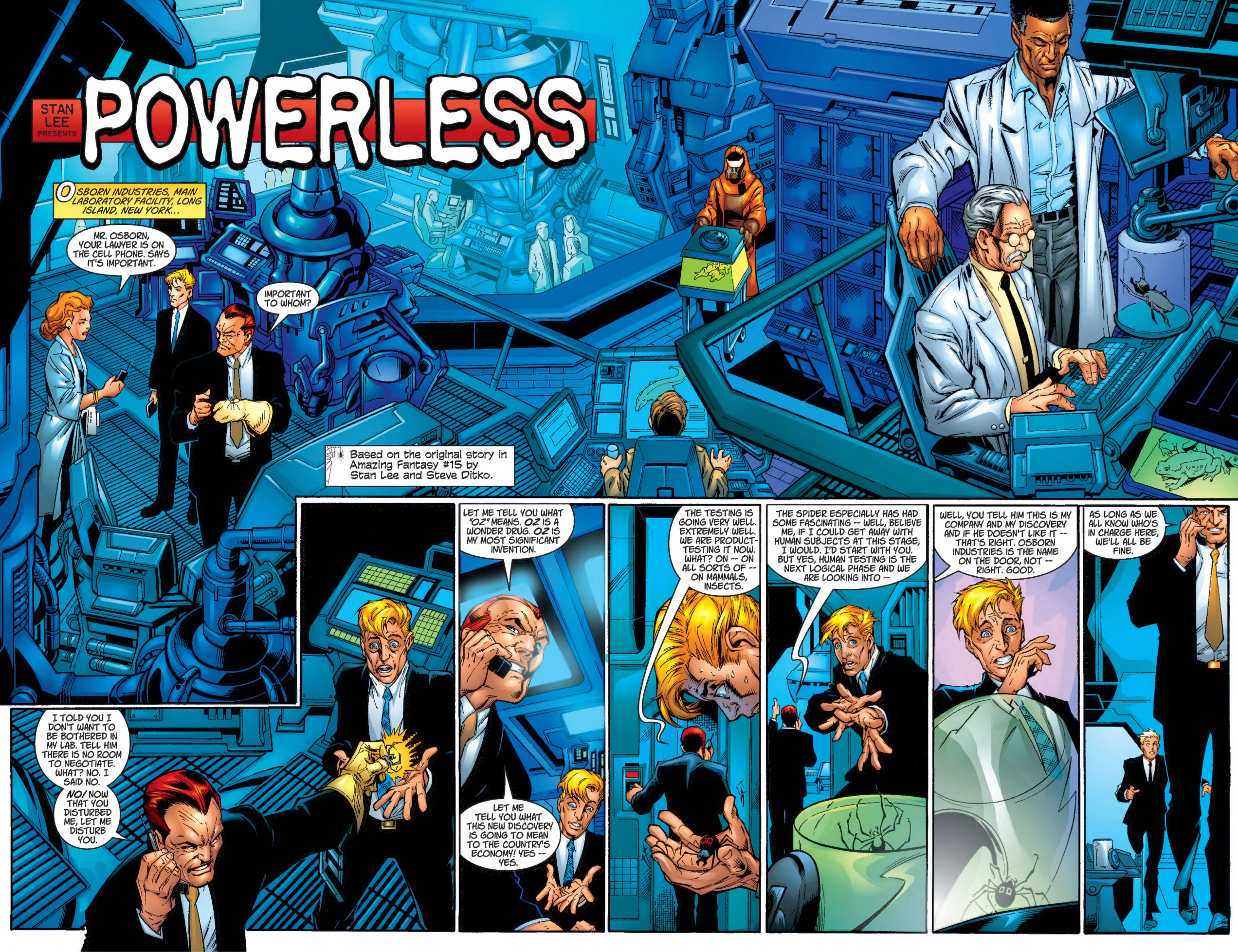
THE STORY GOES THAT ATHENA -- YOU KNOW ATHENA, RIGHT? SEEMS SHE HEARD THERE WAS THIS WOMAN ON EARTH -- A MERE MORTAL, LIKE YOU AND ME -- WHO HAPPENED TO BE A BETTER SPINSTRESS THAN SHE WAS.

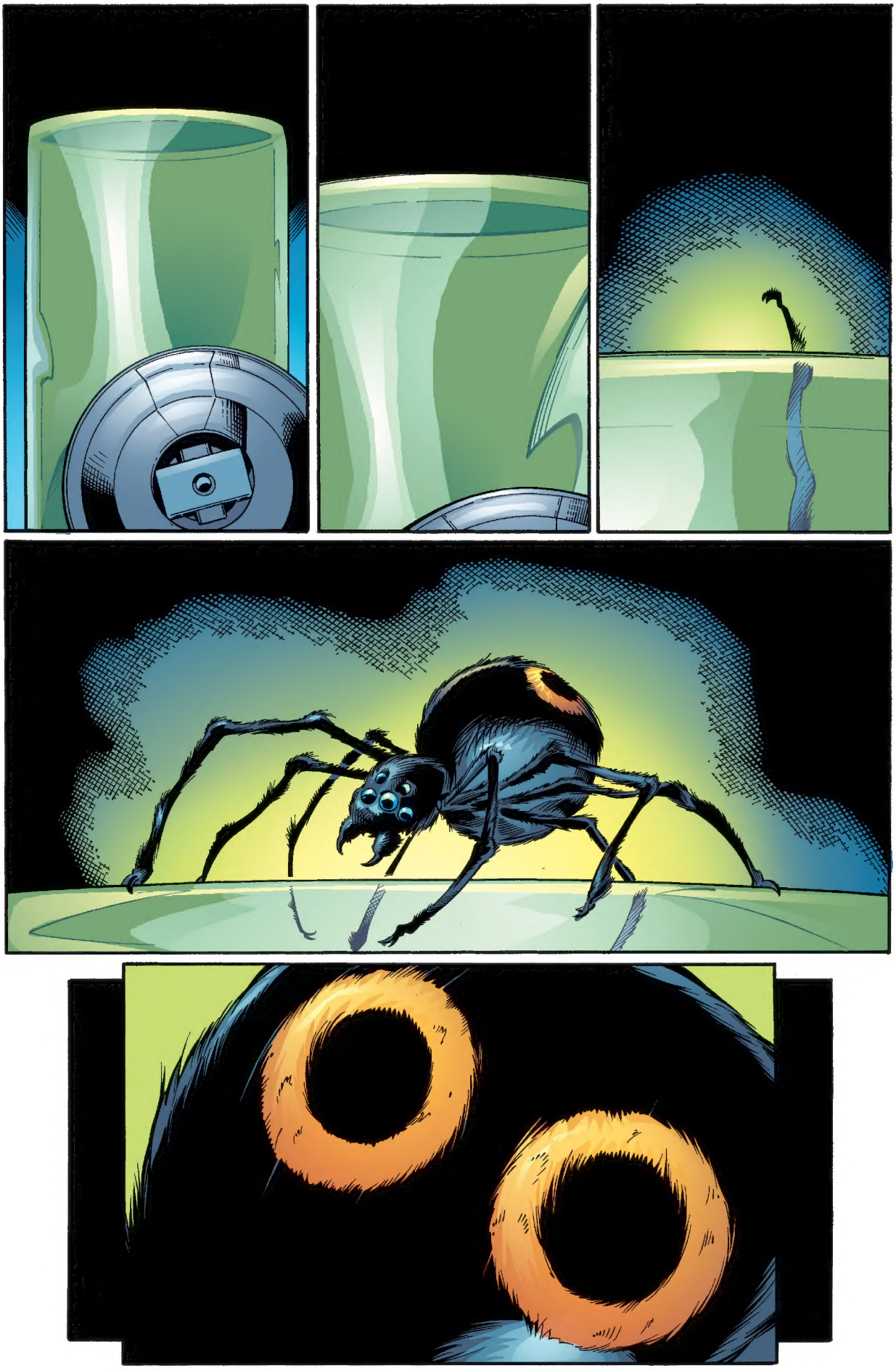
SPINSTRESS?

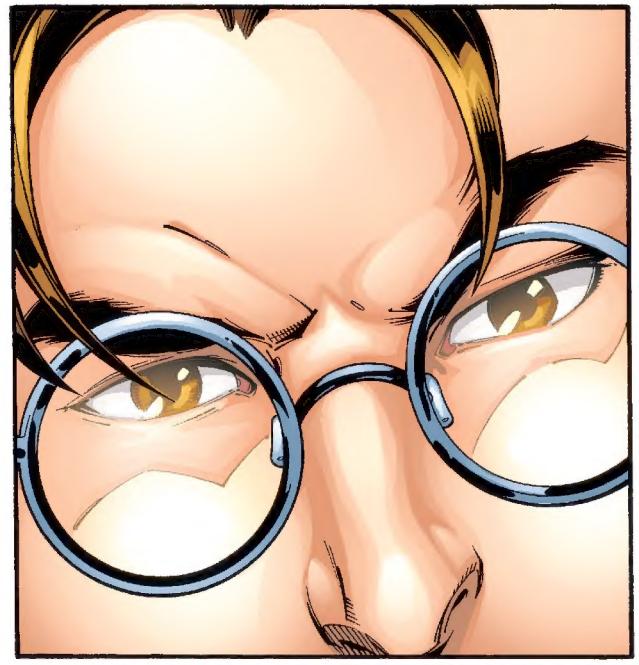
ATHENA WASN'T TOO HAPPY TO HEAR THIS AND SHE CAME DOWN TO EARTH AND DESTROYED THE WOMAN'S CREATIONS.

SOUNDS LIKE A WOMAN.

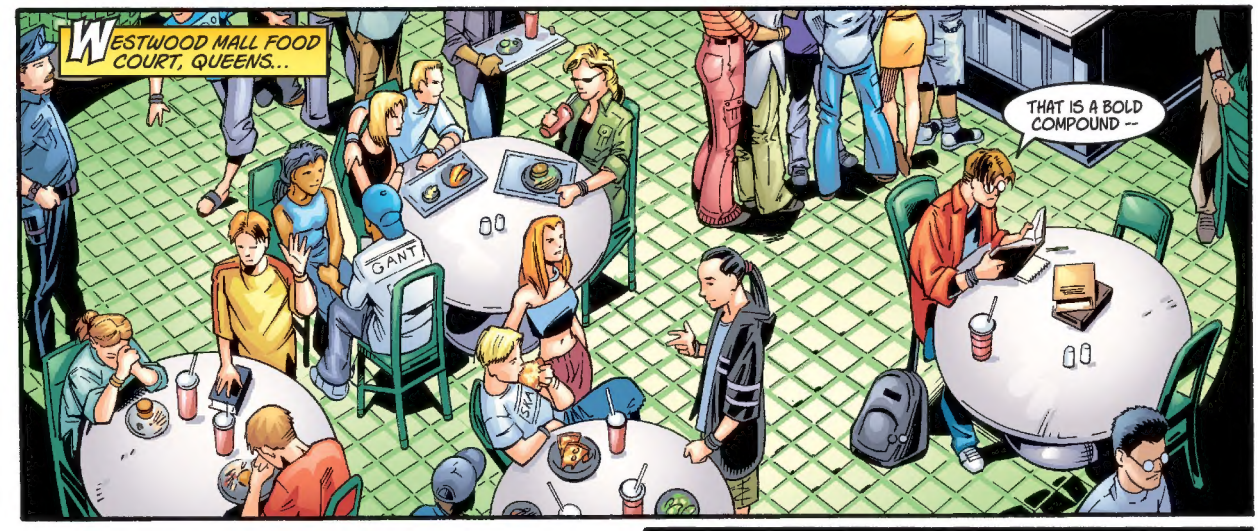
WHEN THIS MORTAL GIRL SAW WHAT HAD HAPPENED -- THAT SHE HAD INSULTED THE GODS AND THAT HER LIFE'S WORK HAD BEEN DESTROYED -- SHE HANGED HERSELF.


STAN LEE PRESENTS
POWERLESS
OSBORN INDUSTRIES, MAIN LABORATORY FACILITY, LONG ISLAND, NEW YORK...
MR. OSBORN, YOUR LAWYER IS ON THE CELL PHONE. SAYS IT'S IMPORTANT.
IMPORTANT TO WHOM?
Based on the original story in Amazing Fantasy #15 by Stan Lee and Steve Ditko.
I TOLD YOU I DON'T WANT TO BE BOTHERED IN MY LAB. TELL HIM THERE IS NO ROOM TO NEGOTIATE. WHAT? NO. I SAID NO.
NO! NOW THAT YOU DISTURBED ME, LET ME DISTURB YOU.
LET ME TELL YOU WHAT "OZ" MEANS. OZ IS A WONDER DRUG. OZ IS MY MOST SIGNIFICANT INVENTION.
LET ME TELL YOU WHAT THIS NEW DISCOVERY IS GOING TO MEAN TO THE COUNTRY'S ECONOMY! YES -- YES.
THE TESTING IS GOING VERY WELL. EXTREMELY WELL. WE ARE PRODUCT-TESTING IT NOW. WHAT? ON -- ON ALL SORTS OF -- ON MAMMALS, INSECTS.
THE SPIDER ESPECIALLY HAS HAD SOME FASCINATING -- WELL, BELIEVE ME, IF I COULD GET AWAY WITH HUMAN SUBJECTS AT THIS STAGE, I WOULD. I'D START WITH YOU. BUT YES, HUMAN TESTING IS THE NEXT LOGICAL PHASE AND WE ARE LOOKING INTO --
WELL, YOU TELL HIM THIS IS MY COMPANY AND MY DISCOVERY AND IF HE DOESN'T LIKE IT -- THAT'S RIGHT. OSBORN INDUSTRIES IS THE NAME ON THE DOOR, NOT -- RIGHT. GOOD.
AS LONG AS WE ALL KNOW WHO'S IN CHARGE HERE, WE'LL ALL BE FINE.

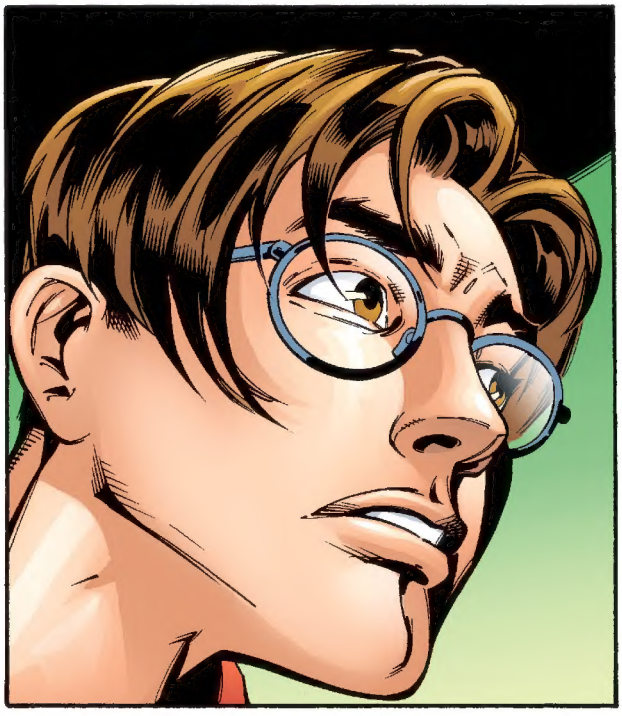


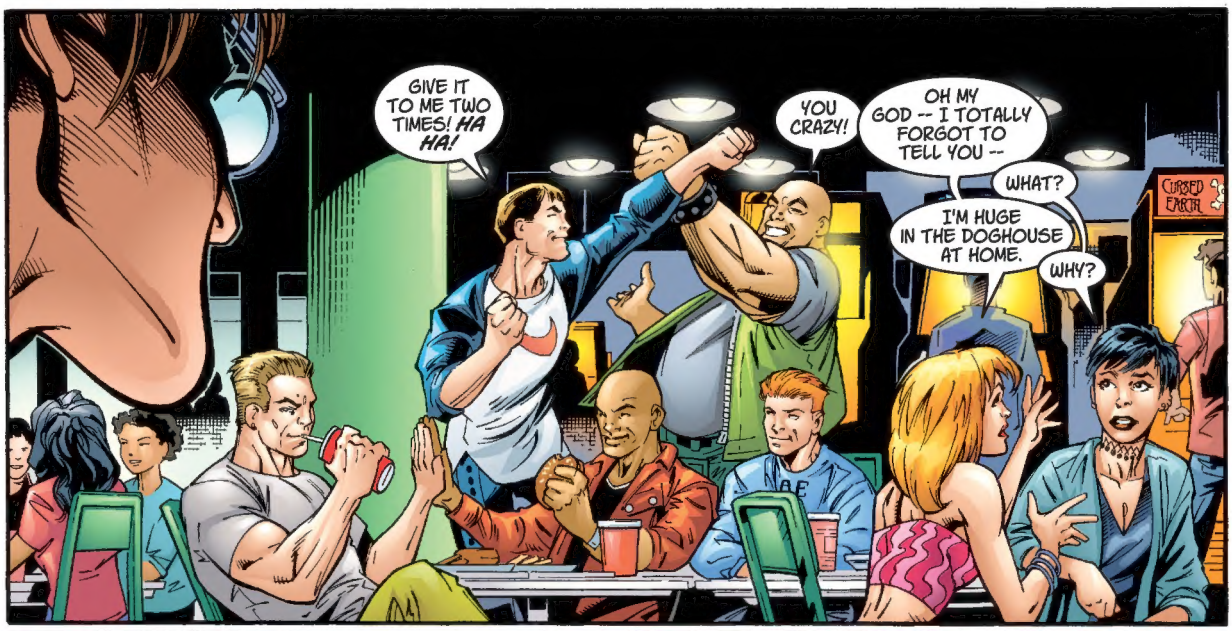


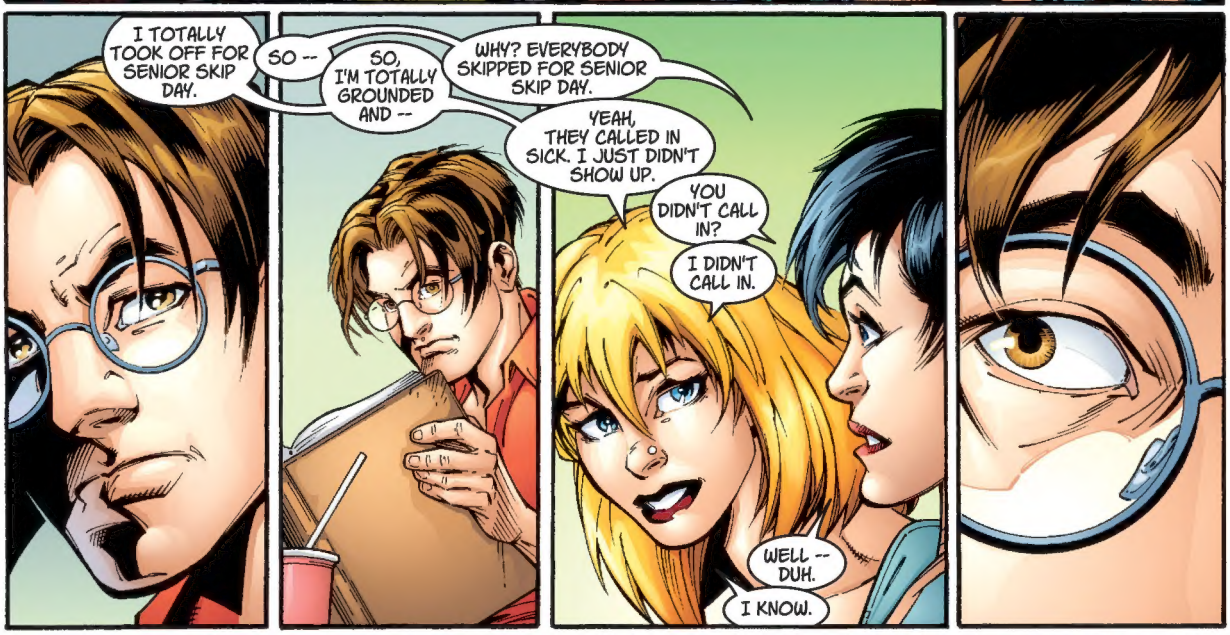
SODIUM CARBONIDE... THAT IS SUCH AN ODD CHOICE. I WONDER IF --


WESTWOOD MALL FOOD COURT, QUEENS...
GANT
THAT IS A BOLD COMPOUND --

AHH!




GIVE IT TO ME TWO TIMES! HA HA!
YOU CRAZY!
OH MY GOD -- I TOTALLY FORGOT TO TELL YOU --
WHAT?
I'M HUGE IN THE DOGHOUSE AT HOME.
WHY?

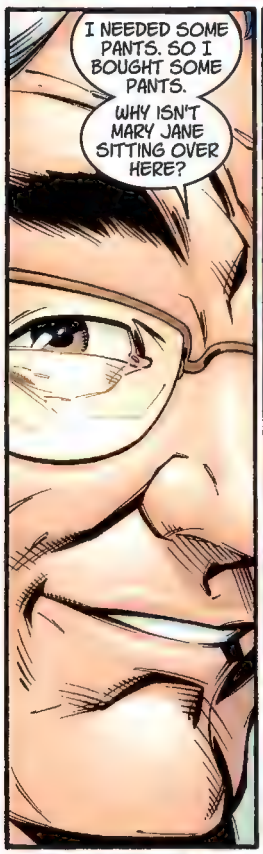

I TOTALLY TOOK OFF FOR SENIOR SKIP DAY.
SO --
SO, I'M TOTALLY GROUNDED AND --
WHY? EVERYBODY SKIPPED FOR SENIOR SKIP DAY.
YEAH, THEY CALLED IN SICK. I JUST DIDN'T SHOW UP.
YOU DIDN'T CALL IN?
I DIDN'T CALL IN.
WELL -- DUH.
I KNOW.

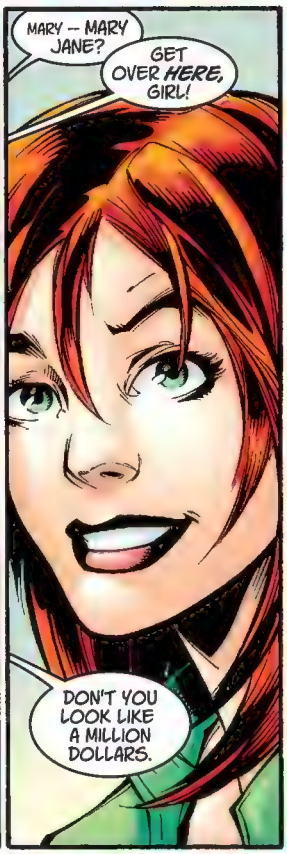
SO I SAID: "WHAT DID HE SAY?" SHE SAID HE SAID HIS CELL PHONE WAS BROKEN. WHAT A DOG, RIGHT?
UH-HUH.
SO I TOLD HER TO TELL HIM --
-- DROP DEAD! RIGHT?

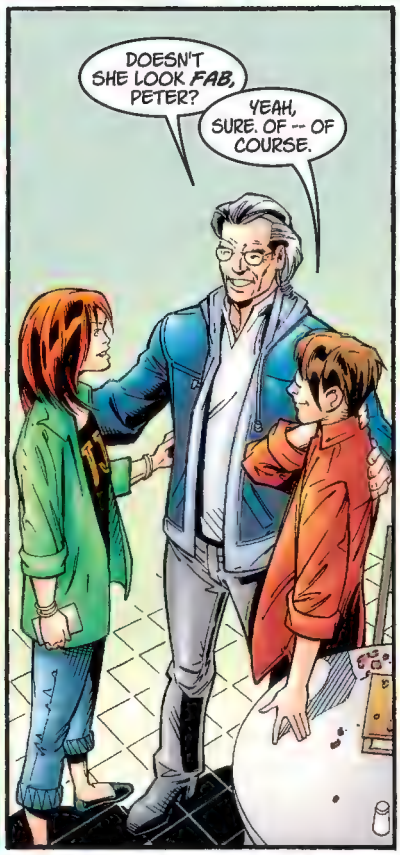
THAT'S A FIVE POINTER!
NUH-UH! I'D GIVE IT A FOUR.
I'M GOING TO GO TRY ON TOPS. COMING?
WHAT? UH -- NO. NO, I GOTTA...
STUDY. YEAH, DUH. WHAT ELSE IS NEW IN THE WORLD OF BRAINY JANEY? I'M GONE.

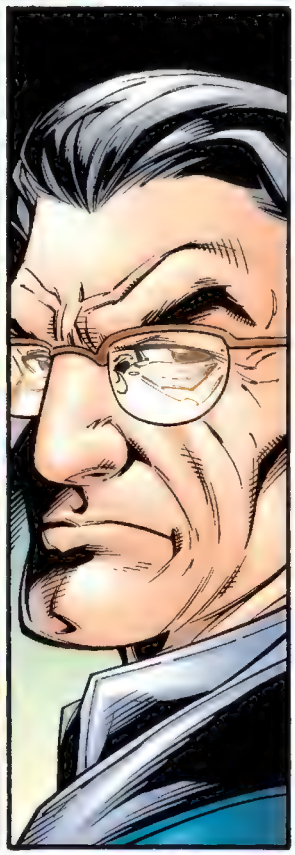
SLAM IT HOME, KING KONG!
GOOOAAL!
YOU GUYS ARE SUCH *IDIOTS.* REALLY!
HEY, PETER...

UNCLE BEN? WHAT -- WHAT ARE YOU DOING HERE?
I THOUGHT YOU WERE JUST DROPPING ME OFF.
ISN'T THAT MARY JANE OVER THERE?


I NEEDED SOME PANTS. SO I BOUGHT SOME PANTS.
WHY ISN'T MARY JANE SITTING OVER HERE?


MARY -- MARY JANE?
GET OVER HERE, GIRL!
DON'T YOU LOOK LIKE A MILLION DOLLARS.


DOESN'T SHE LOOK FAB, PETER?
YEAH, SURE. OF -- OF COURSE.

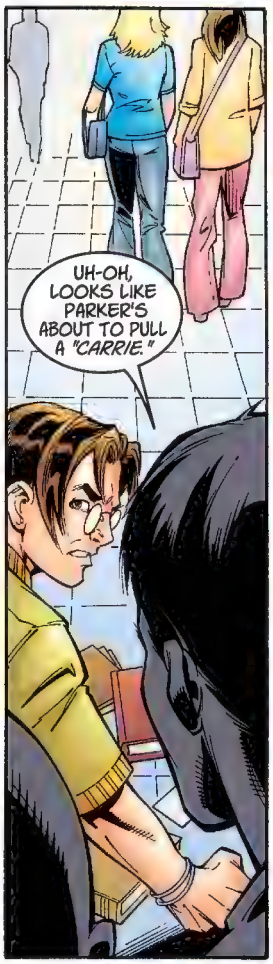


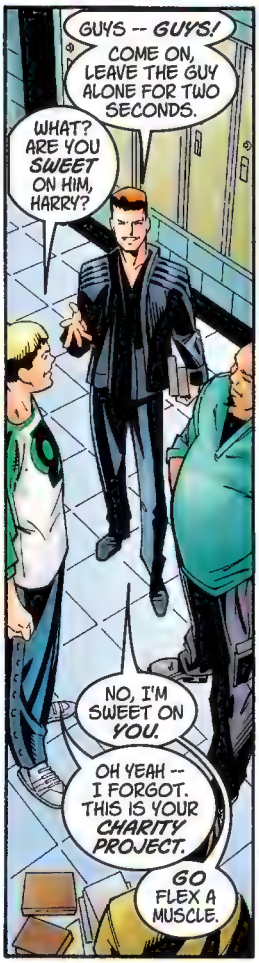
PPPFTT!

HEY, MARY, HOW'D THAT SCIENCE WHATCHAMAZOOT DOOHICKEY PROJECT YOU AND PETER WERE WORKING ON GO?
PETER DIDN'T TELL YOU?
OH -- I DIDN'T WANT TO BORE HIM WITH --?
I THINK WE DID GOOD.
YOU DID GREAT. YOU ALWAYS DO.

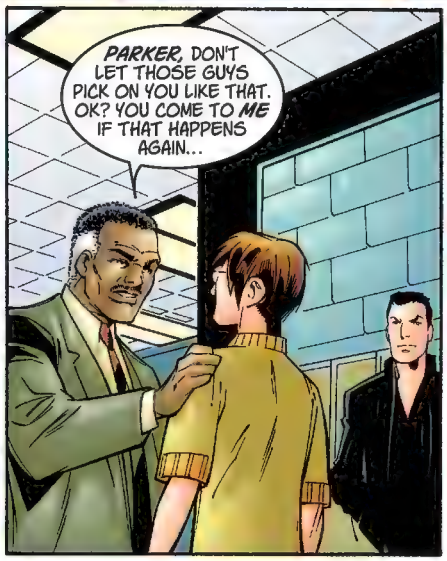
P.S. 163, QUEENS DISTRICT...
OOOF!

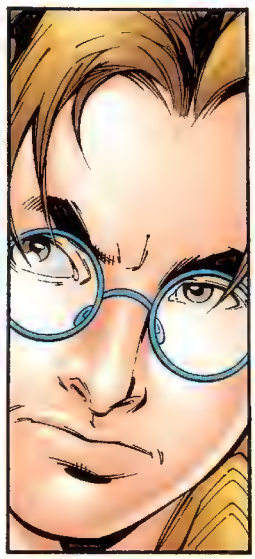
GOOOAAL!
THAT IS DEFINITELY WORTH TEN POINTS.
TEN? THAT WAS A SIX TOPS.


UH-OH, LOOKS LIKE PARKER'S ABOUT TO PULL A "CARRIE."


GUYS -- GUYS!
COME ON, LEAVE THE GUY ALONE FOR TWO SECONDS.
WHAT? ARE YOU SWEET ON HIM, HARRY?
NO, I'M SWEET ON YOU.
OH YEAH -- I FORGOT. THIS IS YOUR CHARITY PROJECT.
GO FLEX A MUSCLE.

IS THERE SOMETHING GOING ON HERE? WHAT IS THIS MESS?
HARRY OSBORN, THOMPSON. DON'T YOU PUNKS HAVE PRACTICE? GO!
YES, SIR -- SIR.

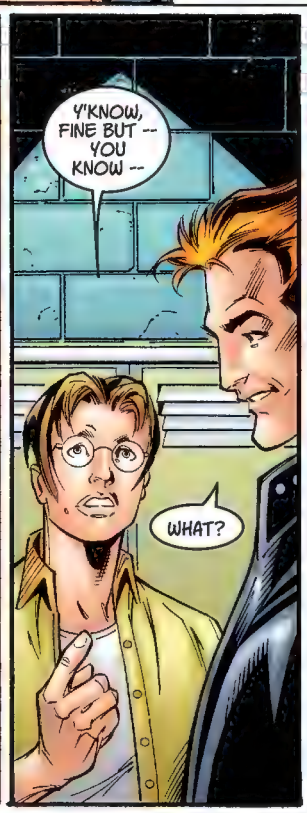

PARKER, DON'T LET THOSE GUYS PICK ON YOU LIKE THAT. OK? YOU COME TO ME IF THAT HAPPENS AGAIN...



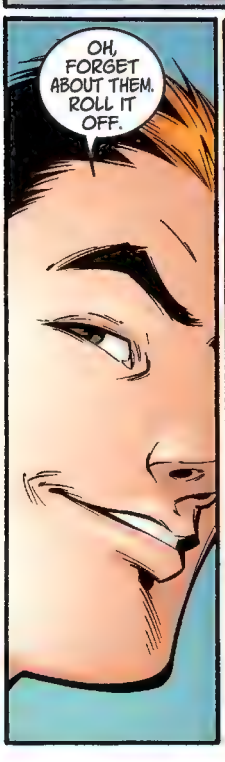
PETEY, WHEN ARE YOU GOING TO LEARN TO STAY OUT OF THEIR WAY?
YEAH, SILLY ME FOR WALKING DOWN THE HALL. WHAT WAS I THINKING?

SO, I'LL SWING BY THE PARKER PAD AROUND EIGHT, WE'LL GO THROUGH THAT BIOLOGY STUFF.
ACTUALLY HARRY, I WAS GOING TO WORK ON ONE OF MY --

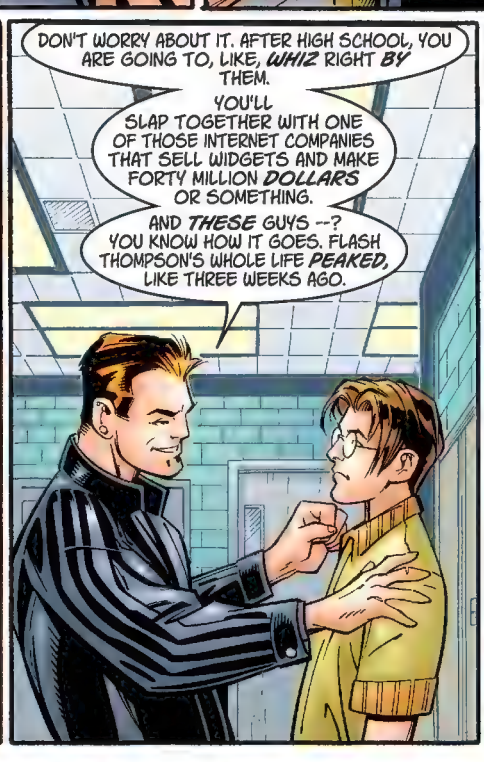
GREAT, I'LL BRING SOME NOSH, YOU BRING THE BRAINS.


Y'KNOW, FINE BUT -- YOU KNOW --
WHAT?

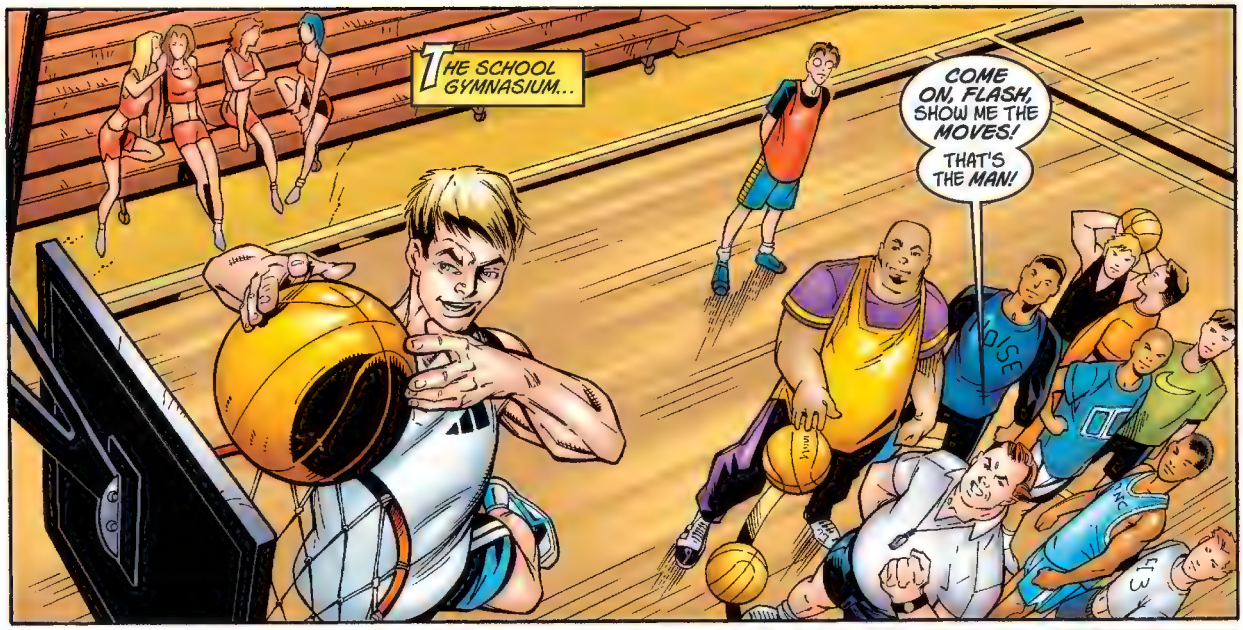
I DON'T MIND DOING YOUR HOMEWORK FOR YOU --
HELPING ME WITH MY HOMEWORK.
BUT -- CAN'T YOU GET THOSE JERKHOLE TEAM-MATES OF YOURS TO GET A NEW HOBBY?


OH, FORGET ABOUT THEM. ROLL IT OFF.

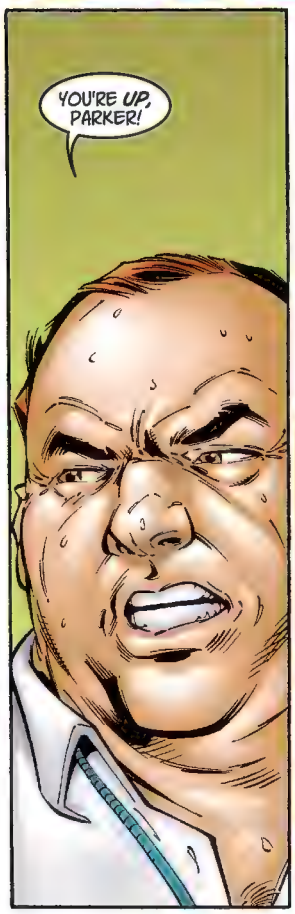
ROLL IT OFF?

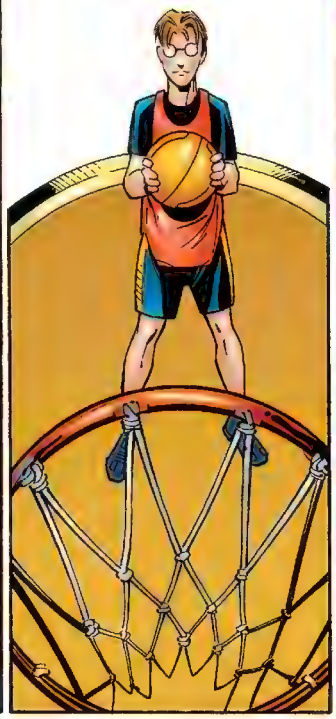

DON'T WORRY ABOUT IT. AFTER HIGH SCHOOL, YOU ARE GOING TO, LIKE, WHIZ RIGHT BY THEM.
YOU'LL SLAP TOGETHER WITH ONE OF THOSE INTERNET COMPANIES THAT SELL WIDGETS AND MAKE FORTY MILLION DOLLARS OR SOMETHING.
AND THESE GUYS --? YOU KNOW HOW IT GOES. FLASH THOMPSON'S WHOLE LIFE PEAKED, LIKE THREE WEEKS AGO.

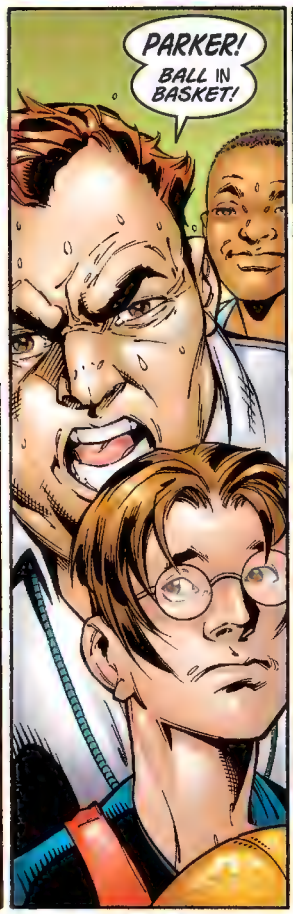
YEAH, WELL, THAT AIN'T HELPING ME NOW.
I'D HELP YOU, PETE, BUT -- YOU KNOW -- THEM'S THE POLITICS OF BEING ME. SEE YOU ON THE FLIPMODE.
GREAT.

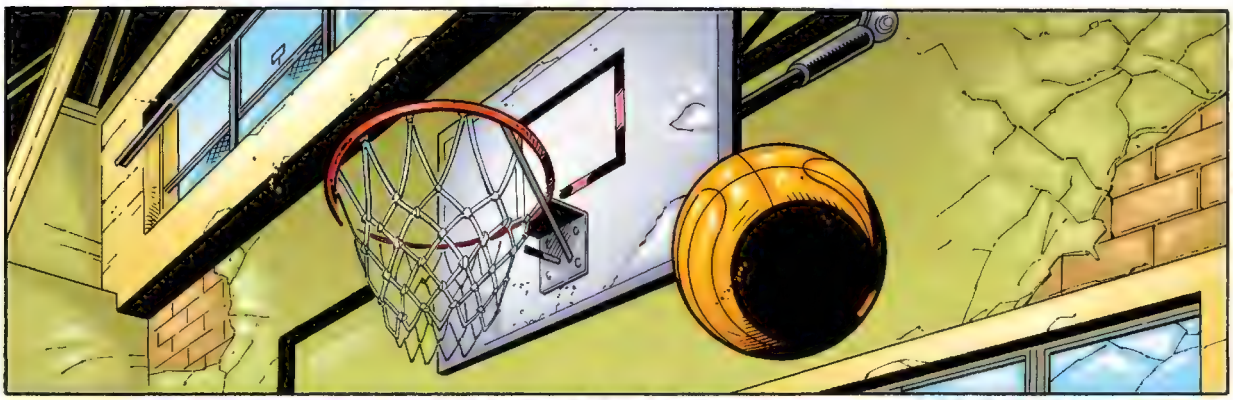

THE SCHOOL GYMNASIUM...
COME ON, FLASH, SHOW ME THE MOVES!
THAT'S THE MAN!

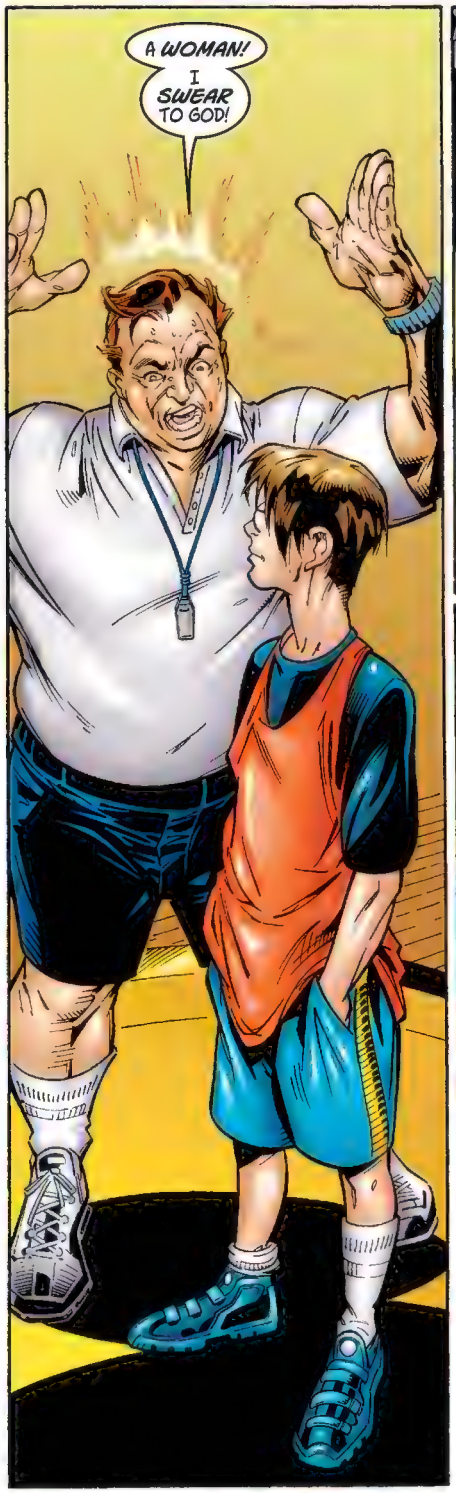
AND THE KONG PUTS IT THROUGH.
KING KONG!

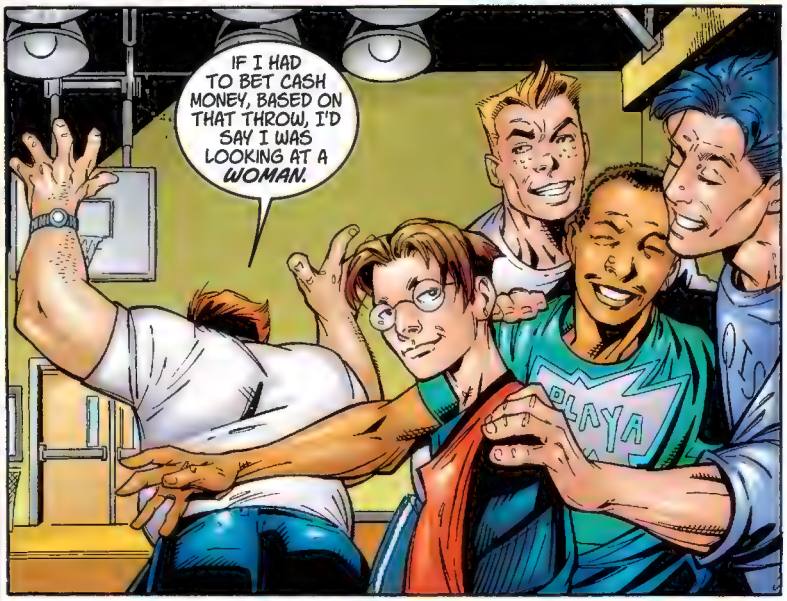

YOU'RE UP, PARKER!



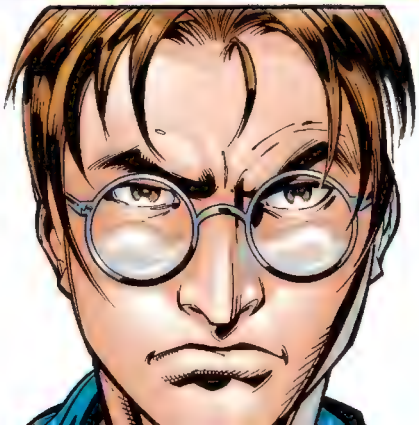

PARKER!
BALL IN BASKET!

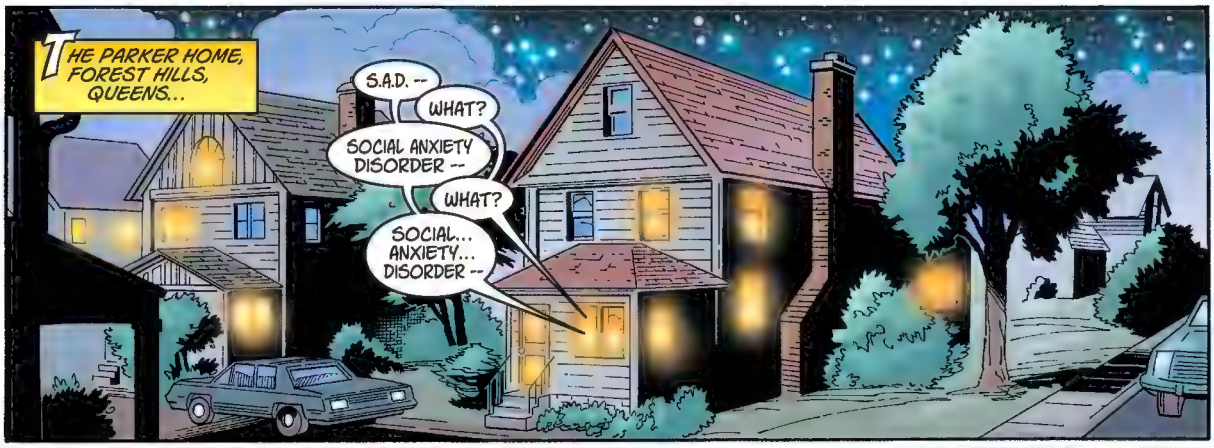


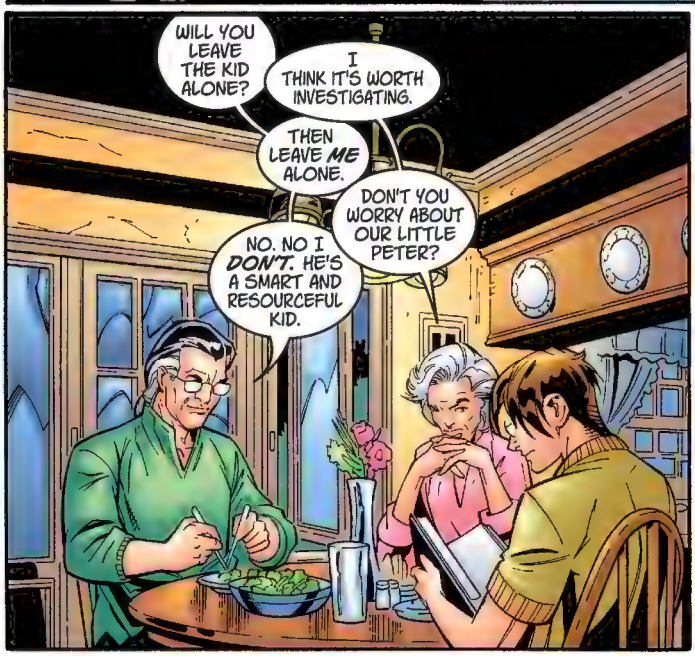

A WOMAN!
I SWEAR TO GOD!

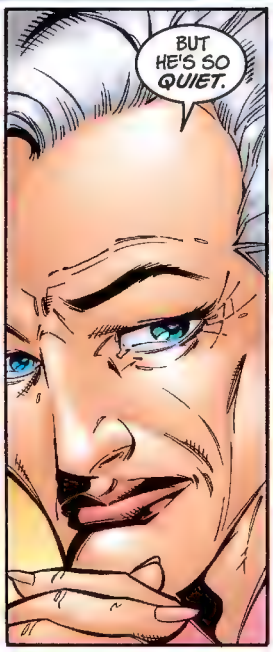

IF I HAD TO BET CASH MONEY, BASED ON THAT THROW, I'D SAY I WAS LOOKING AT A WOMAN.
PLAYA

TRY WEARIN' A SUNDRESS NEXT TIME.
MAYBE YOU CAN BORROW ONE FROM THE PONY-TAIL-WEARIN' UNCLE.

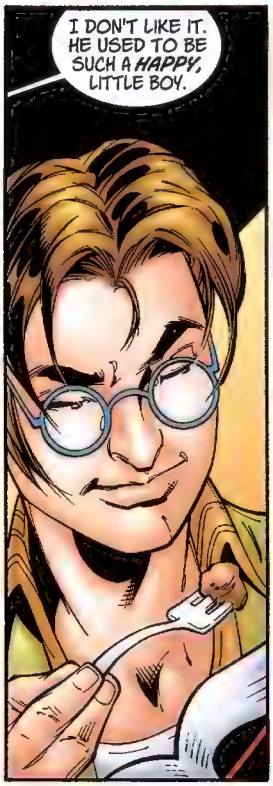



THE PARKER HOME, FOREST HILLS, QUEENS...
S.A.D. --
WHAT?
SOCIAL ANXIETY DISORDER --
WHAT?
SOCIAL... ANXIETY... DISORDER --

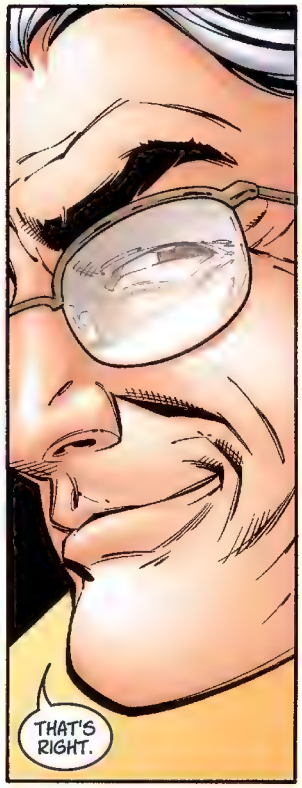

WILL YOU LEAVE THE KID ALONE?
I THINK IT'S WORTH INVESTIGATING.
THEN LEAVE ME ALONE.
DON'T YOU WORRY ABOUT OUR LITTLE PETER?
NO. NO I DON'T. HE'S A SMART AND RESOURCEFUL KID.

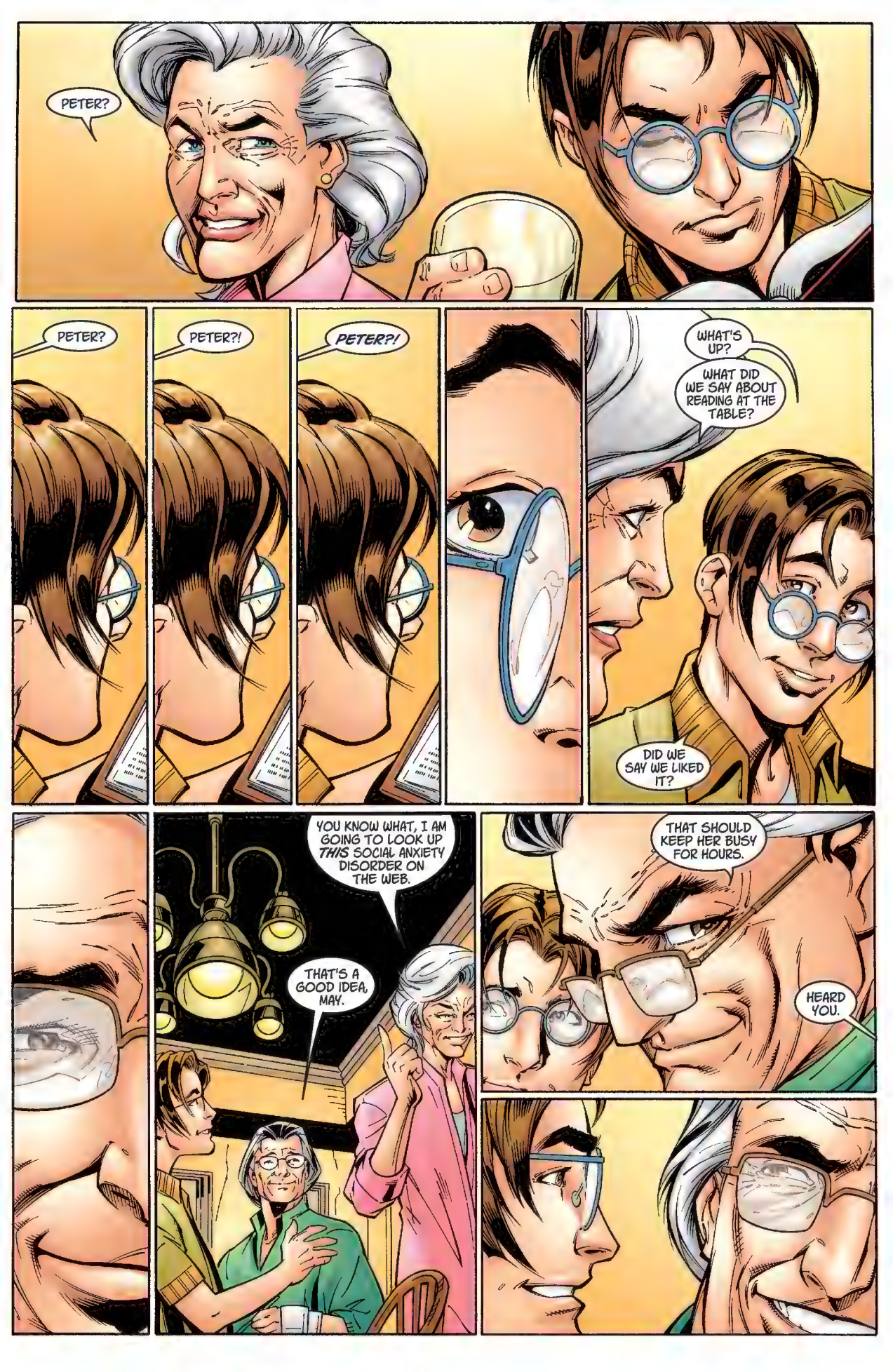

BUT HE'S SO QUIET.

HE'S THINKING.

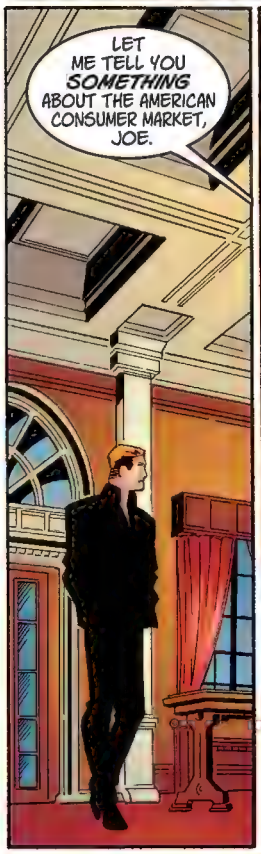

I DON'T LIKE IT. HE USED TO BE SUCH A HAPPY, LITTLE BOY.

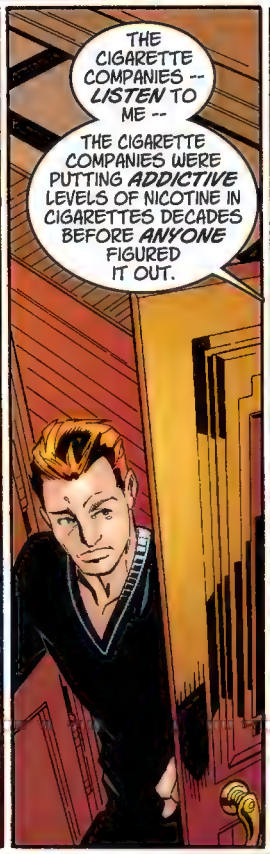
AND NOW HE'S A CONTEMPLATIVE LITTLE MAN.
JUST LIKE HIS FATHER WAS.


THAT'S RIGHT.


PETER?
PETER?
PETER?!
PETER?!
WHAT'S UP?
WHAT DID WE SAY ABOUT READING AT THE TABLE?
DID WE SAY WE LIKED IT?
YOU KNOW WHAT, I AM GOING TO LOOK UP THIS SOCIAL ANXIETY DISORDER ON THE WEB.
THAT'S A GOOD IDEA, MAY.
THAT SHOULD KEEP HER BUSY FOR HOURS.
HEARD YOU.

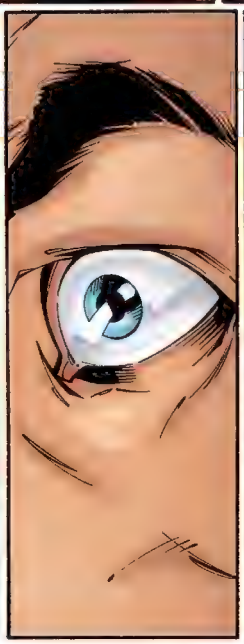
I NEVER GET OVER ALL THE DOO-DADS YOU GOT. MY DAD DOESN'T HAVE THIS MUCH CRAP LAYING AROUND.
YEAH, MOST OF IT, Y'KNOW, I GOT FROM MY DAD.
INHERITED IT?
YEAH.
HEY -- HOW'D YOUR PARENTS BUY IT?
PLANE CRASH.
BUMMER.
SO -- UH --
I BET THAT WATSON GIRL GETS ALL HOT AND BOTHERED DOWN HERE, HUH?
WE'RE JUST FRIENDS.
UH-HUH.
OH, NO.
DON'T DO THAT.
SORRY. DELICATE.
WHAT IS ALL THIS ANYHOW?
YOU'RE NOT GOING TO BLOW UP THE SCHOOL, ARE YOU?
NO. STOP IT.
THIS IS -- IT'S REALLY --
SEE, MY FATHER WAS WORKING ON A COUPLE OF PATENTS --
-- THIS ONE WAS FOR THIS INTERESTING MOLECULAR ADHESIVE.
I CAN'T -- I HAVEN'T WRAPPED MY HEAD AROUND SOME OF THE MORE COMPLEX COMPONENTS.
HE HADN'T FINISHED THE TESTING BEFORE HE -- YOU KNOW...
BUT I'VE BEEN RUNNING A SERIES OF DENSITY TESTS AND...
...AND...
YEAH -- SO, LISTEN.
I'M GOING TO BAIL OUT OF HERE.
SO --


LET ME TELL YOU *SOMETHING* ABOUT THE AMERICAN CONSUMER MARKET, JOE.

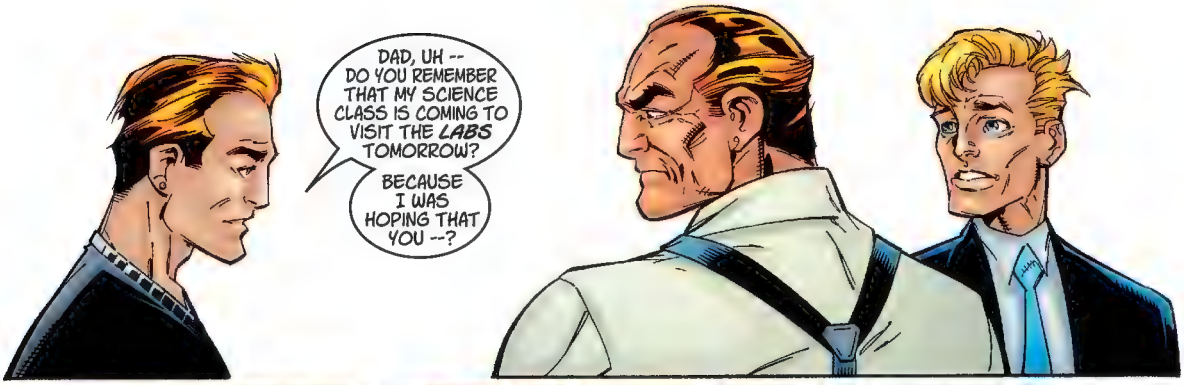

THE CIGARETTE COMPANIES -- *LISTEN* TO ME --
THE CIGARETTE COMPANIES WERE PUTTING *ADDICTIVE* LEVELS OF NICOTINE IN CIGARETTES DECADES BEFORE *ANYONE* FIGURED IT OUT.

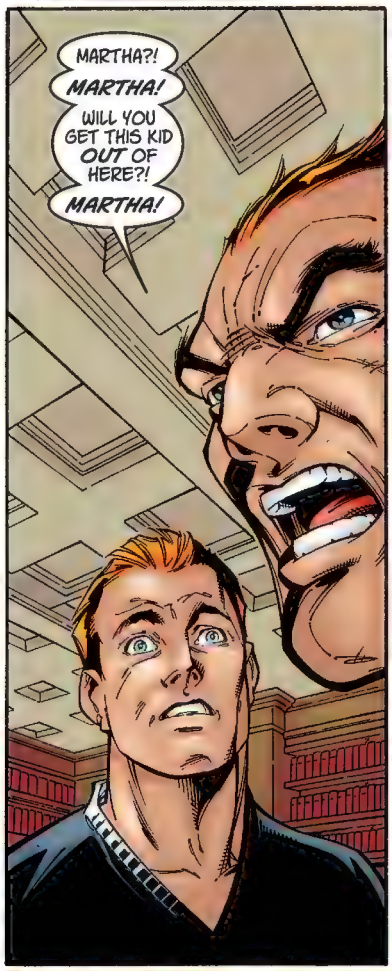
AND WHEN THE GOVERNMENT OF THE UNITED STATES FINALLY GOT AROUND TO FIGURING IT OUT --
-- IT WAS *TOO* LATE.
THE ENTIRE WORLD WAS ALREADY HAVING A *NICOTINE FIT*.
SO, *DON'T* TELL ME THAT IT IS AGAINST THE RULES TO ADD WHATEVER ADDITIVES WE SO DESIRE TO OUR *OWN* PRODUCTS.

IF I SEE FIT TO --
THEN, WHAT? DENY, DENY, *DENY*.



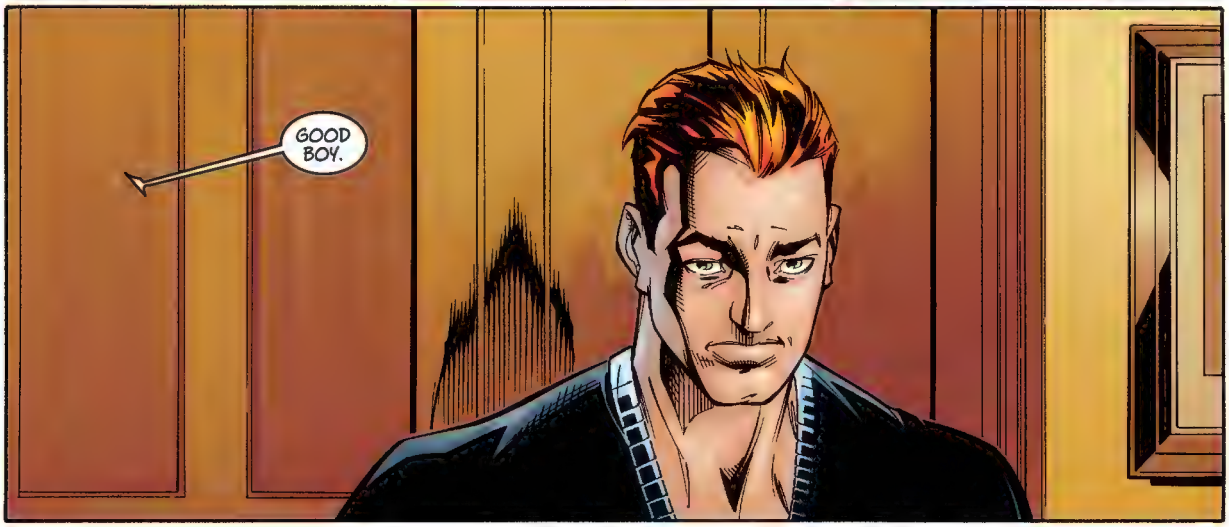
SIR?
HE PUT ME ON *HOLD*. AMAZING.
SIR --?


DAD, UH -- DO YOU REMEMBER THAT MY SCIENCE CLASS IS COMING TO VISIT THE LABS TOMORROW?
BECAUSE I WAS HOPING THAT YOU --?


MARTHA?!
MARTHA!
WILL YOU GET THIS KID OUT OF HERE?!
MARTHA!

HARRY, IT MIGHT BE TIME TO EXCUSE YOURSELF.
LIKE I HAVE NOTHING BETTER TO DO THAN BABY-SIT YOUR -- JOE!

SO LISTEN, LET'S START DOING SOME FIGURES.
JUST PUSH SOME NUMBERS. SEE HOW IT LOOKS.


GOOD BOY.

WELCOME, CHILDREN --
SINCE 1973 OSBORN INDUSTRIES, INC. HAS BEEN DEDICATED TO PROVIDING INNOVATIVE MATERIALS FOR MANUFACTURING, CONSTRUCTION, AUTOMOTIVE, CHEMICAL PROCESSING AND NUMEROUS OTHER GLOBAL INDUSTRIES.
WE ARE A LEADING GLOBAL MANUFACTURER. OSBORN OPERATES --
-- ABOUT ONE HUNDRED AND TEN MAJOR MANUFACTURING AND SEVEN RESEARCH AND DEVELOPMENTS FACILITIES WORLDWIDE.
WE MANUFACTURE AND PRODUCE CHEMICALLY ENGINEERED PRODUCTS WITH SPECIAL FOCUS ON REPLACEMENTS OF EHS HAZARDOUS ACIDS AND SOLVENTS.
IF YOU FOLLOW ME DOWN THIS WAY, YOU WILL SEE...

AAAAAH!
OH, MAN

OH MY! OH MY!

DIE!
SMUSSH

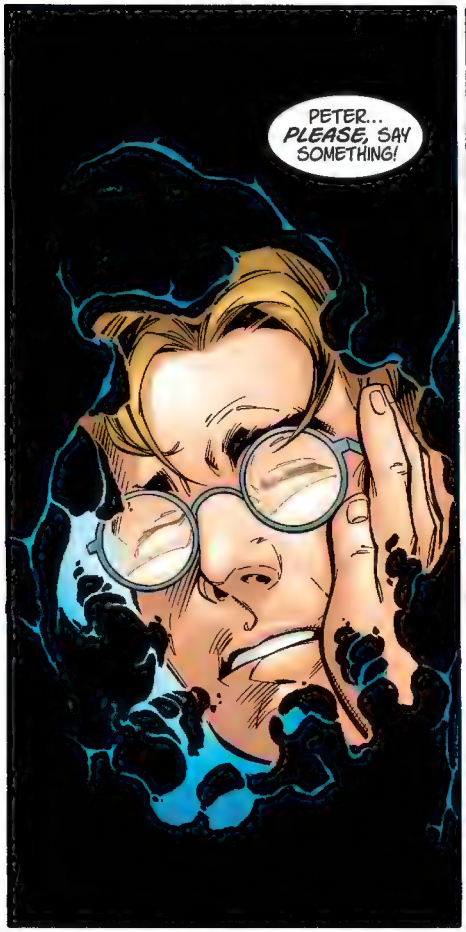
THE SPAZ IS FREAKIN'!
PETER!

HHUAGGH!

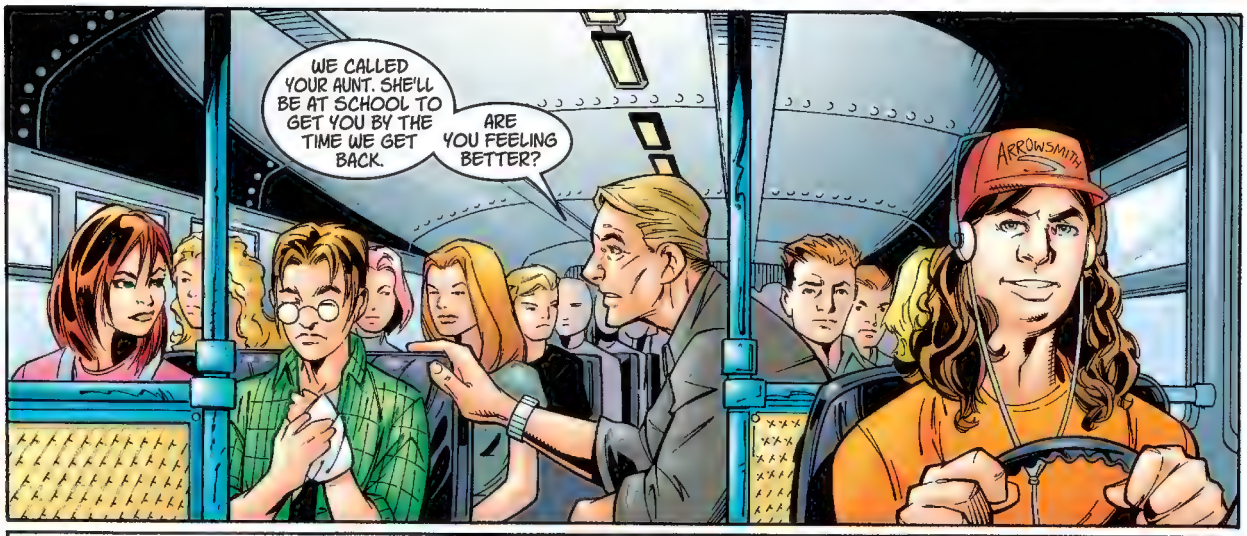
WHAT IS GOING ON HERE? PETER?
EVERYONE BACK!
PARKER!
EEEWW!
PETER?!

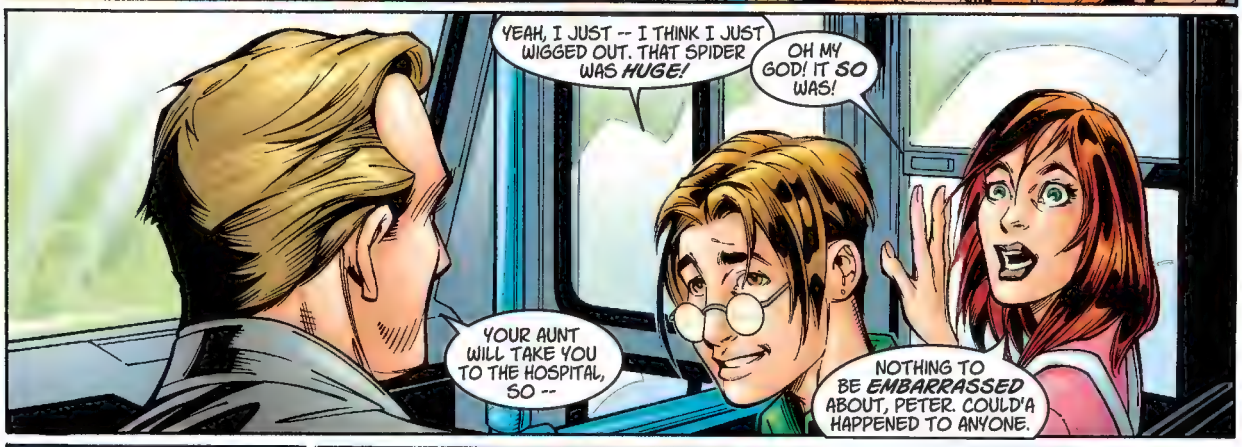
YO MAN! THAT WAS A BIG HONKIN' SPIDER!

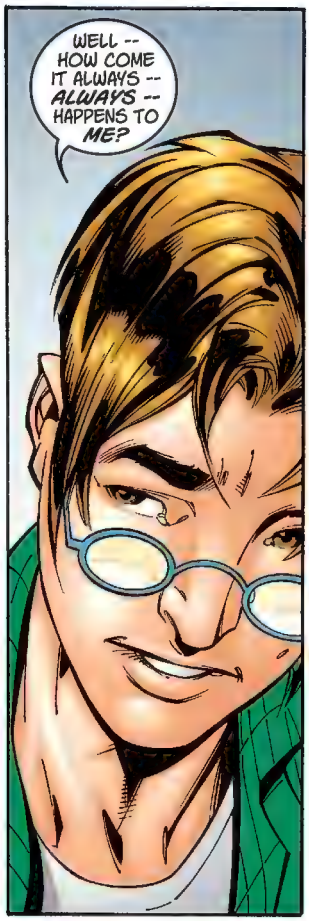
PETER? CAN YOU HEAR ME?
PETER?
SEE HOW I KILLED THAT THING?!
ALRIGHT, KIDS. LET'S GET INTO A SINGLE FILE!
PARKER, CAN YOU STAND? WHAT IS IT, SON?

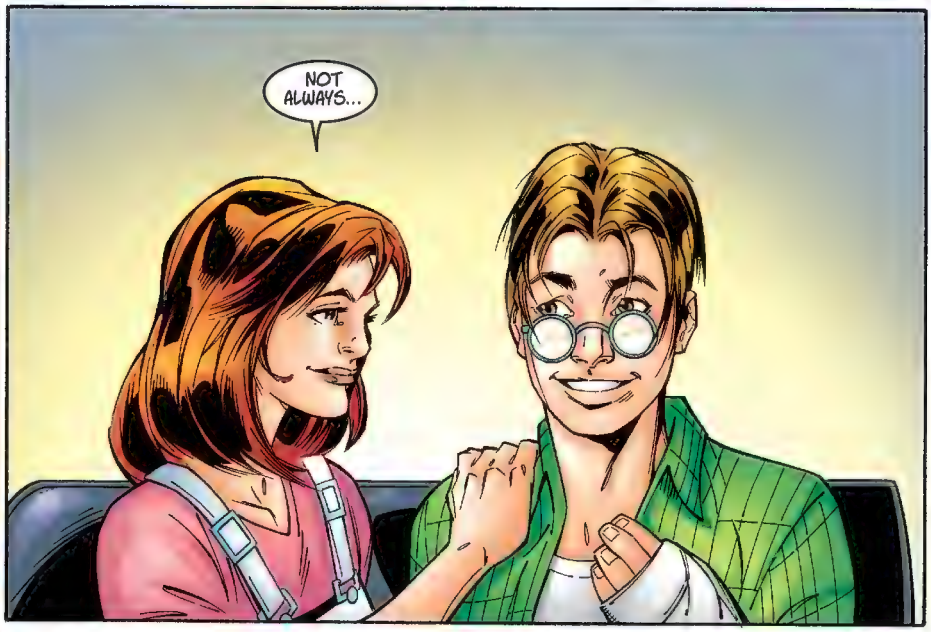

PETER... PLEASE, SAY SOMETHING!

STOP


WE CALLED YOUR AUNT. SHE'LL BE AT SCHOOL TO GET YOU BY THE TIME WE GET BACK.
ARE YOU FEELING BETTER?
ARROWSMITH

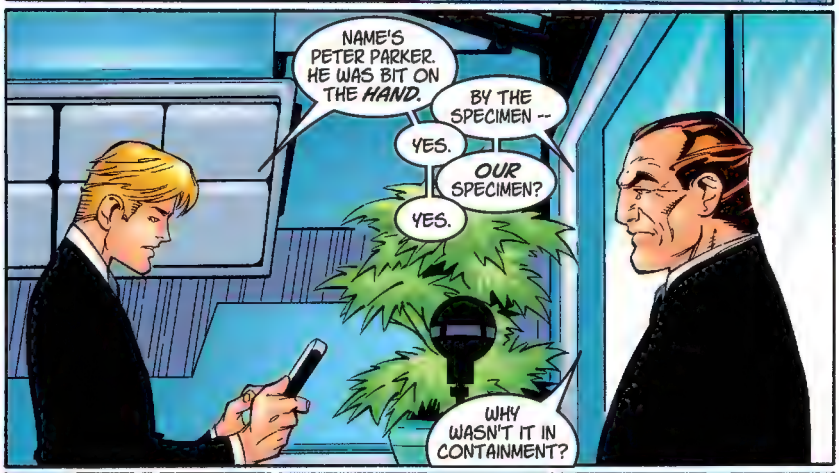

YEAH, I JUST -- I THINK I JUST WIGGED OUT. THAT SPIDER WAS HUGE!
OH MY GOD! IT SO WAS!
YOUR AUNT WILL TAKE YOU TO THE HOSPITAL, SO --
NOTHING TO BE EMBARRASSED ABOUT, PETER. COULD'A HAPPENED TO ANYONE.

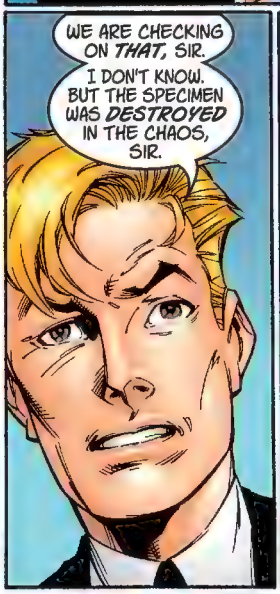

WELL -- HOW COME IT ALWAYS -- ALWAYS -- HAPPENS TO ME?


NOT ALWAYS...

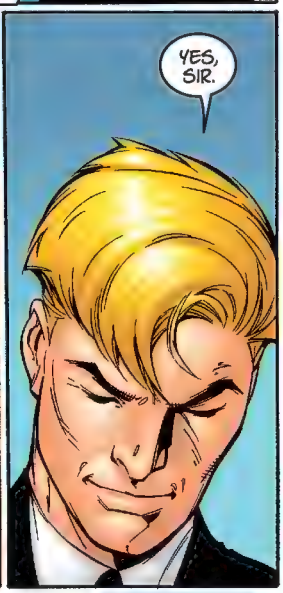
SEEMS THERE WAS AN *INCIDENT* ON THE MAIN LABORATORY FLOOR.
ONE OF YOUR SON'S CLASSMATES WAS *BITTEN* BY THE *"00" ARACHNID SPECIMEN.*

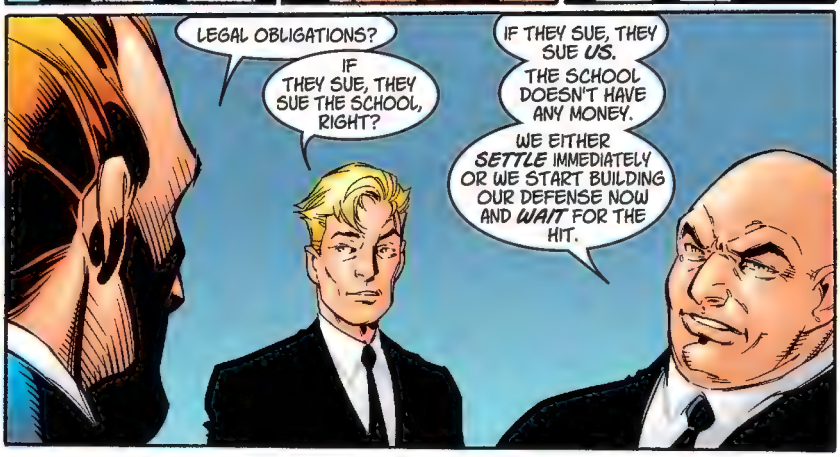
HARRY SHOWS UP AND SOMETHING *TURNS* TO CRAP. WHAT A SHOCKER.

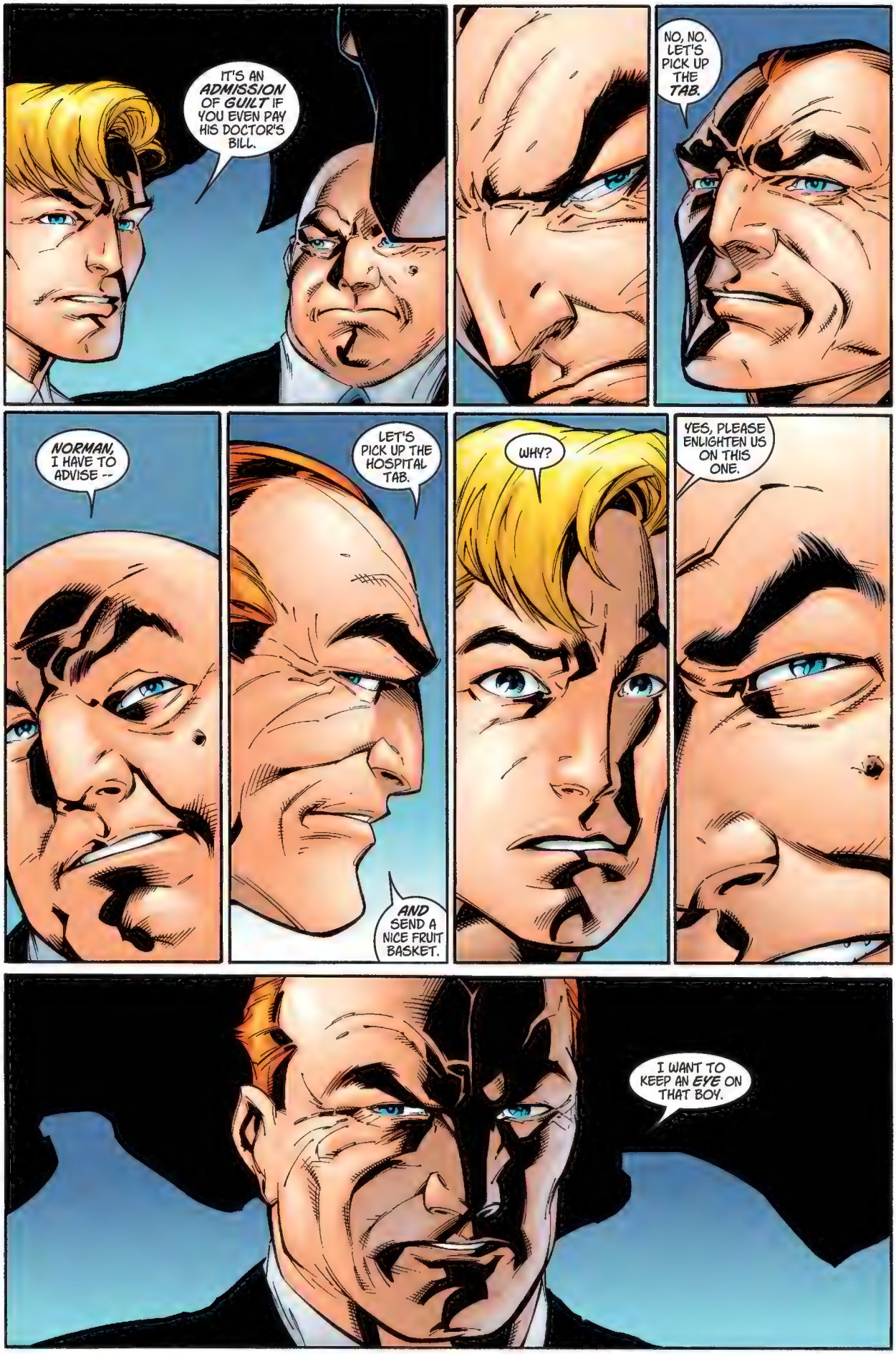

NAME'S PETER PARKER. HE WAS BIT ON THE *HAND.*
BY THE SPECIMEN --
YES.
OUR SPECIMEN?
YES.
WHY WASN'T IT IN CONTAINMENT?


WE ARE CHECKING ON *THAT,* SIR.
I DON'T KNOW. BUT THE SPECIMEN WAS *DESTROYED* IN THE CHAOS, SIR.

FIRE THE FLOOR MANAGER. I WANT HER GONE WITHIN THE HOUR.


YES, SIR.

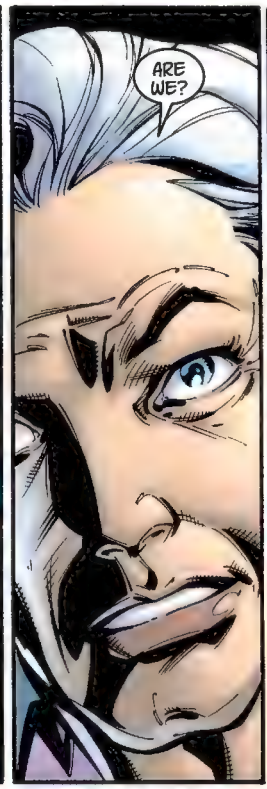

LEGAL OBLIGATIONS?
IF THEY SUE, THEY SUE THE SCHOOL, RIGHT?
IF THEY SUE, THEY SUE *US.*
THE SCHOOL DOESN'T HAVE ANY MONEY.
WE EITHER *SETTLE* IMMEDIATELY OR WE START BUILDING OUR DEFENSE NOW AND *WAIT* FOR THE HIT.

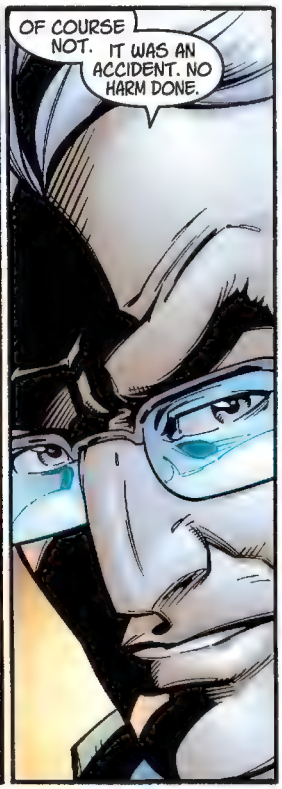

IT'S AN ADMISSION OF GUILT IF YOU EVEN PAY HIS DOCTOR'S BILL.
NO, NO. LET'S PICK UP THE TAB.
NORMAN, I HAVE TO ADVISE --
LET'S PICK UP THE HOSPITAL TAB.
AND SEND A NICE FRUIT BASKET.
WHY?
YES, PLEASE ENLIGHTEN US ON THIS ONE.
I WANT TO KEEP AN EYE ON THAT BOY.

HE JUST CAME HOME AND PASSED OUT.
WELL MAY, HE HAD A DAY, IS ALL.

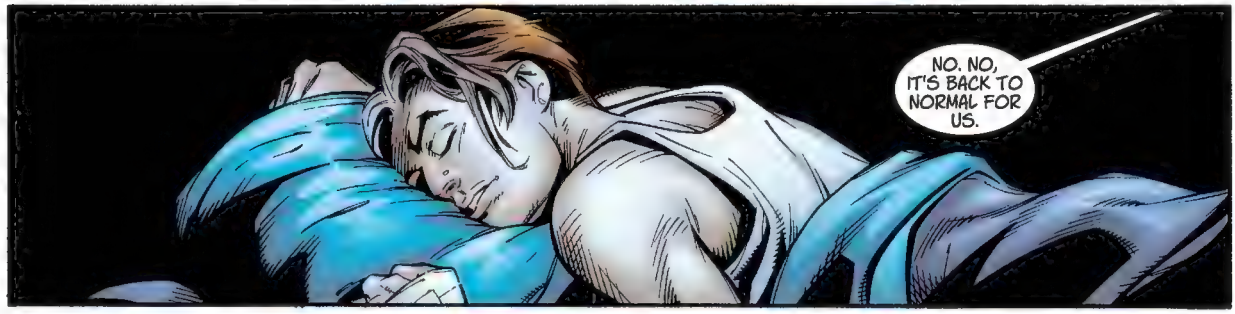
THE DOCTORS SAID HIS BLOOD IS NORMAL AND THAT THE SPIDER'S VENOM ISN'T TOXIC IN ANY WAY.
HE SAID IT'LL BE SWOLLEN FOR ABOUT A WEEK. AND THAT'S IT AND THAT'S THAT.
YEAH, I GOT BIT BY ONE IN THAT COMMUNE THE SUMMER BEFORE I MET YOU.

THE OSBORN PEOPLE PICKED UP THE HOSPITAL BILL AND SENT A HUGE BASKET.
OF COURSE THEY DID.
THEY THINK WE'RE GOING TO SUE THE PANTS OFF THEM.

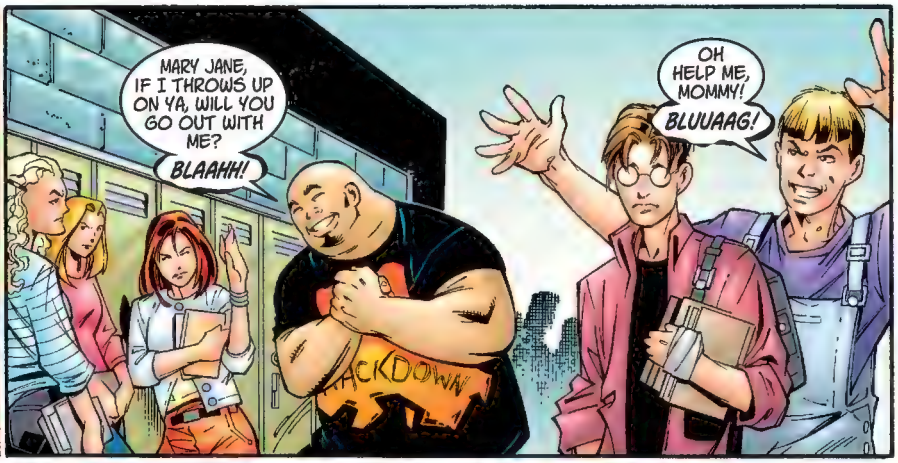

ARE WE?

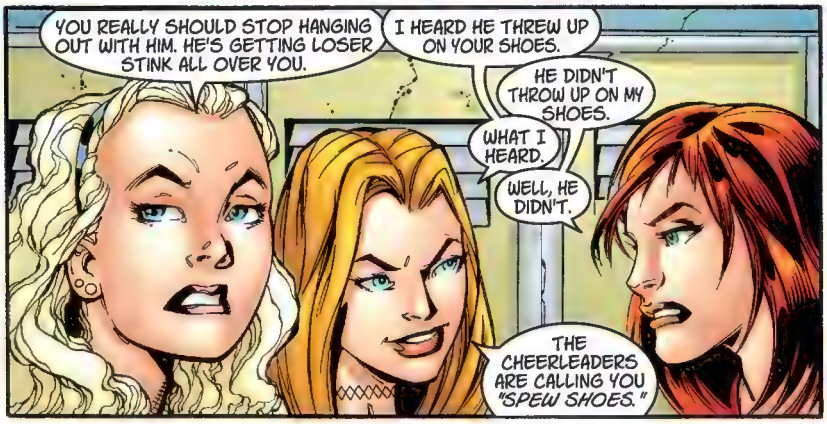

OF COURSE NOT.
IT WAS AN ACCIDENT. NO HARM DONE.

AND, YOU KNOW, THERE'S *HARRY* -- MR. SLICK -- HE'S A PAL TO PETER. MAYBE HIS ONLY ONE.
WE'RE GOING TO RUIN THE KID'S FRIENDSHIP FOR A COUPLE OF BUCKS FROM HIS OLD MAN?


NO. NO, IT'S BACK TO NORMAL FOR US.

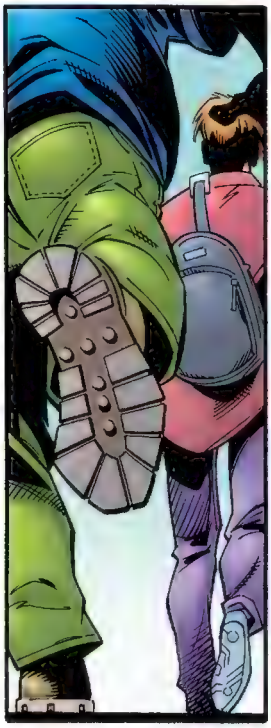
OH NO. I GOT BIT BY A MOSQUITO!
HHUUUAAGG!

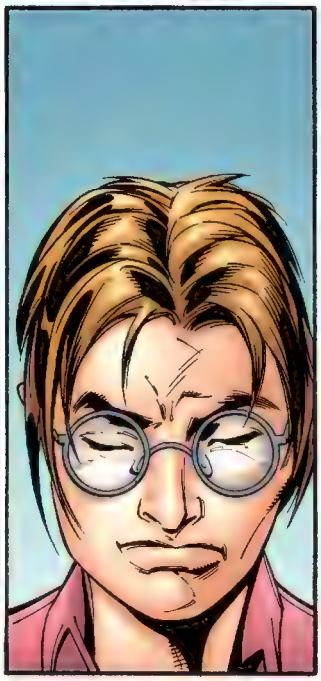

MARY JANE, IF I THROWS UP ON YA, WILL YOU GO OUT WITH ME?
BLAAHH!
OH HELP ME, MOMMY!
BLUUAAG!

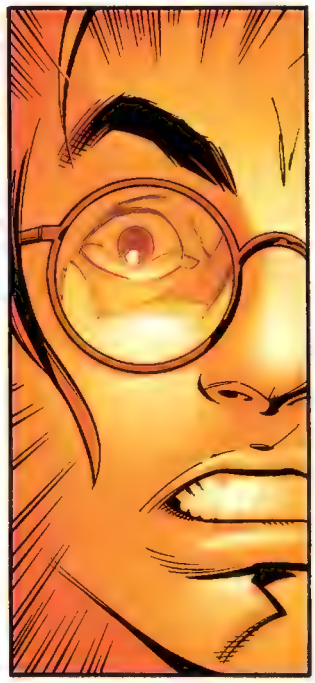

YOU REALLY SHOULD STOP HANGING OUT WITH HIM. HE'S GETTING LOSER STINK ALL OVER YOU.
I HEARD HE THREW UP ON YOUR SHOES.
HE DIDN'T THROW UP ON MY SHOES.
WHAT I HEARD.
WELL, HE DIDN'T.
THE CHEERLEADERS ARE CALLING YOU "SPEW SHOES."

WELL, FOR THEM THAT'S ALMOST CLEVER.

LOOKS LIKE A TEN POINTER...
AFTER YOU --
NO, PLEASE. I INSIST.
MISTER THOMPSON, IT WOULD BE MY HONOR --





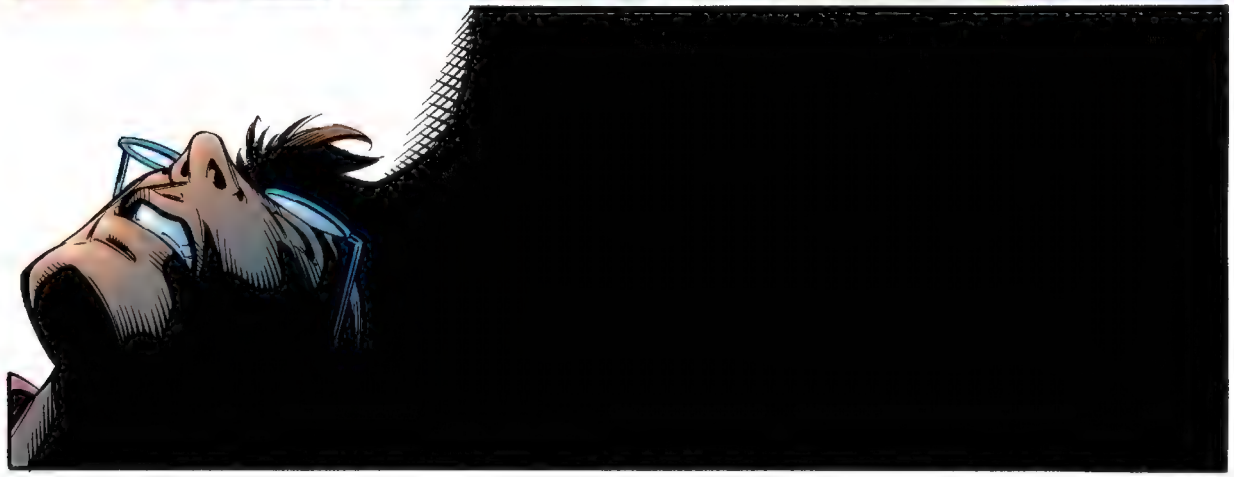


DUDE! HOLY --
TURNER
PETER?
I -- I --
OW...

WHAT IS GOING ON HERE?
KONG -- HARLAN! HOW MANY TIMES DO YOU NEED TO BE WARNED?
I.W.F.
CKDOWN

I DON'T CARE *WHO* YOU THINK YOU --
PETER! PETER, ARE YOU OKAY, SON?

OH NO! NOT AGAIN!
EVERYBODY BACK!

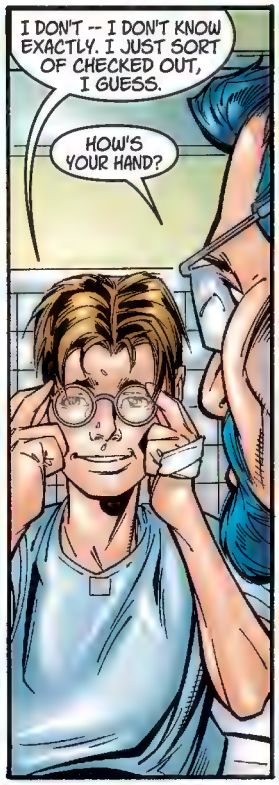


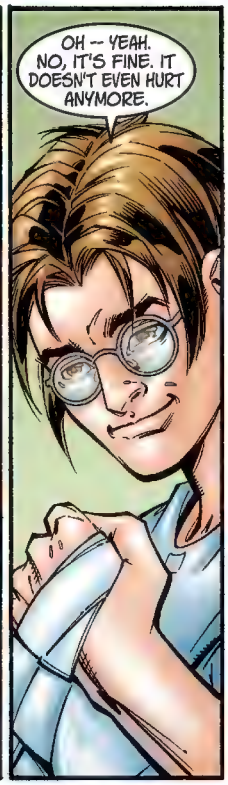
AAAH!

OH MY GOD! THANK THE -- PETER ARE YOU OKAY?
YOU'RE NOT FINE, SWEETY. YOU FAINTED.
UH -- YEAH. YEAH. I'M FINE.

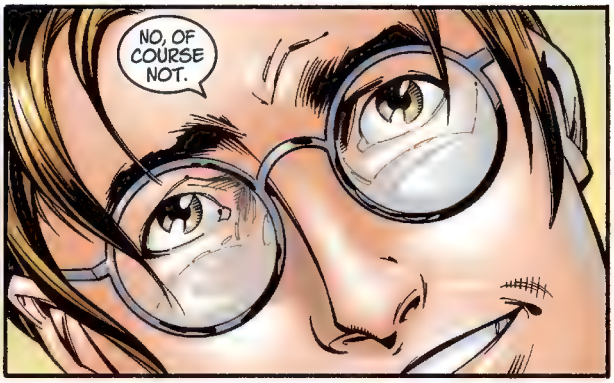
HOW MANY FINGERS AM I HOLDING UP, SON?
THREE.
ANY DIZZINESS? BLURRED VISION? NAUSEA?

NO. I'M THIRSTY, THOUGH. I'M REALLY THIRSTY.
NURSE?
YES, DOCTOR.
SO, WHAT HAPPENED BACK AT THE SCHOOL PETER?


I DON'T -- I DON'T KNOW EXACTLY. I JUST SORT OF CHECKED OUT, I GUESS.
HOW'S YOUR HAND?

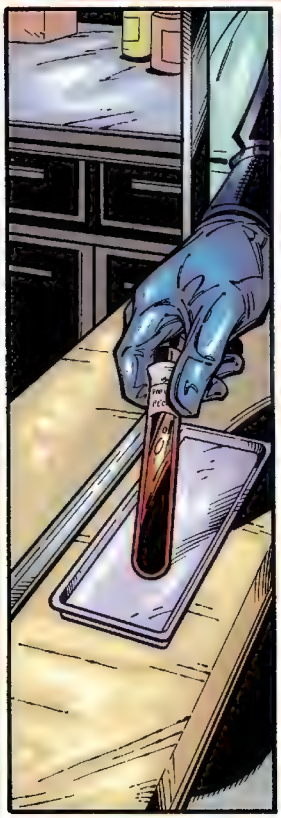

OH -- YEAH. NO, IT'S FINE. IT DOESN'T EVEN HURT ANYMORE.

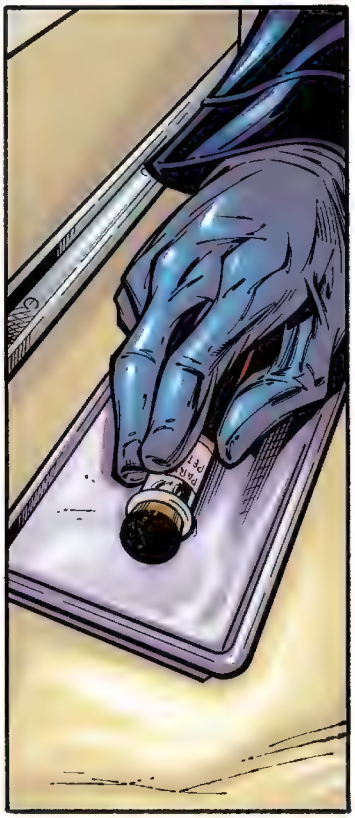
HAVE YOU BEEN TAKING ANY DRUGS AT ALL? MARIJUANA?

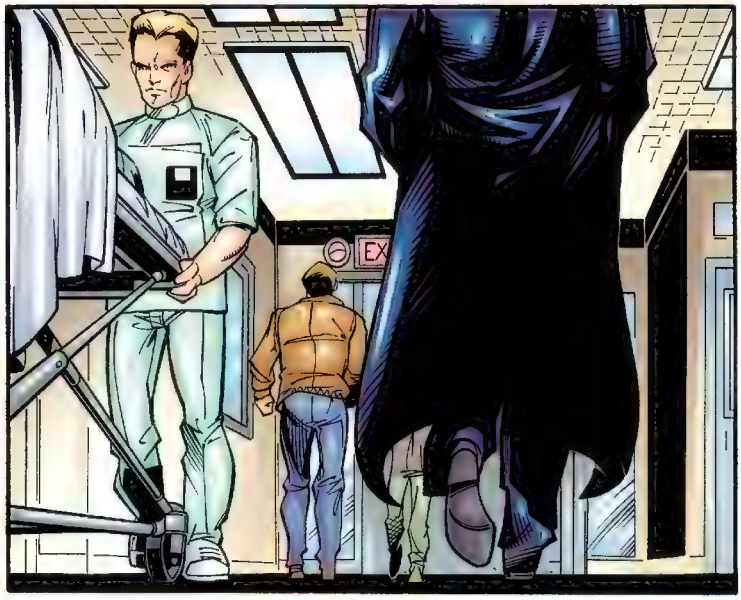

NO, OF COURSE NOT.

NOW'S THE TIME TO TELL ME, PETER. WE ARE GOING TO RUN BLOOD AND URINE TESTS. SO --
NO, I SWEAR. I WOULDN'T EVEN KNOW WHERE TO GET ANY.
THE THING IS THAT PETER HAS ALWAYS SUFFERED FROM ENVIRONMENTAL ALLERGIES.
MAYBE THE SPIDER BITE MIXED WITH THE --
MAYBE -- WE'LL RUN A FULL BLOOD WORK AND SOME X-RAYS, MAKE SURE NOTHING GOT FRACTURED.
I NEED YOU TO JUST RELAX YOUR ARM, OK? IT'LL ONLY STING FOR A SEC.
HUH.
THICK SKIN YOU GOT THERE.
YOU COULDA FOOLED ME.

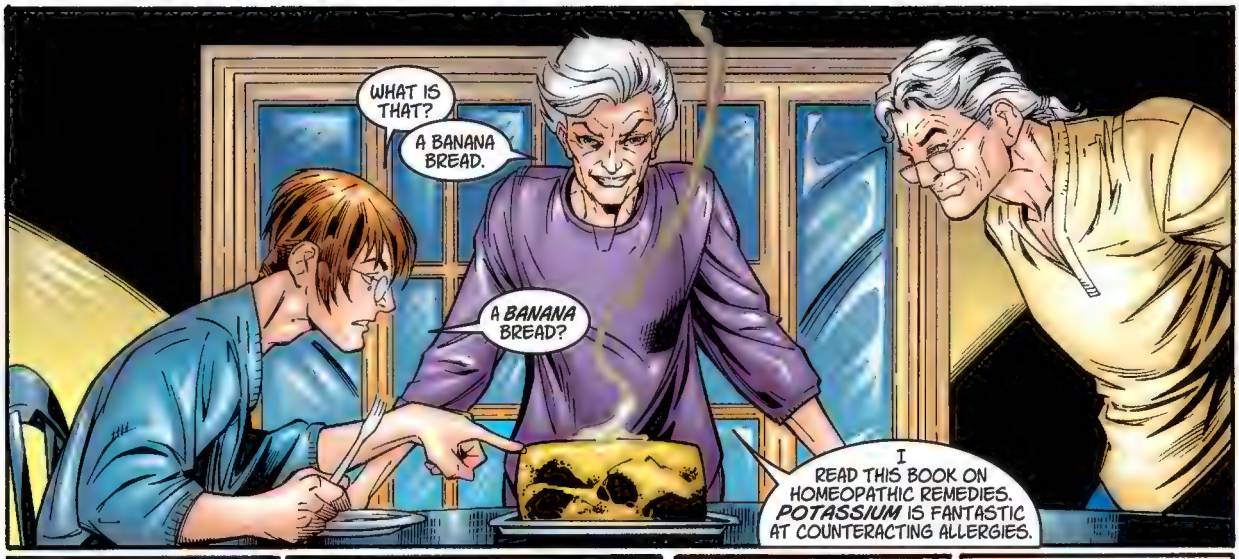
HI, COULD YOU TAKE THIS TO THE LAB AND HAVE THEM DO AN EXPRESS ON THIS ONE?
THEY'RE WAITING. HE'S A CUTE KID.
THANKS.
WHATEVER.

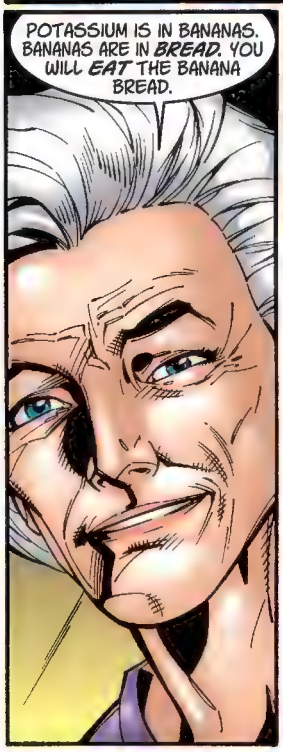




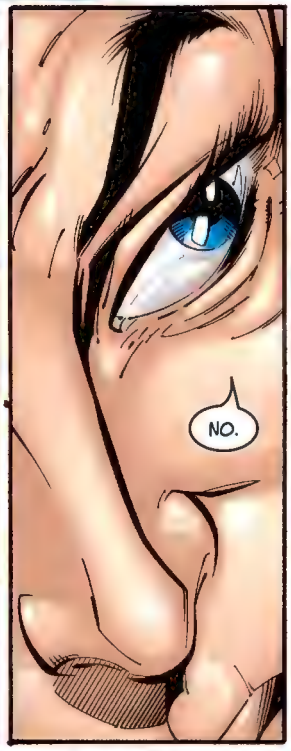


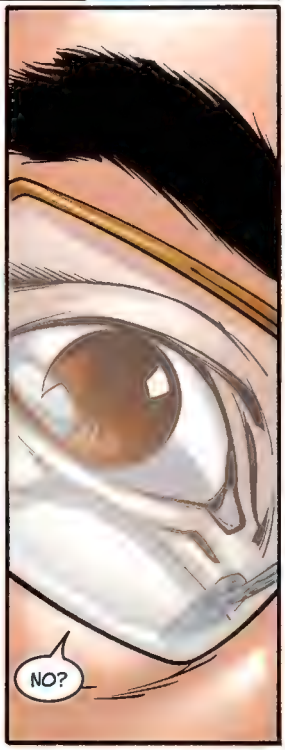
SIR?
THE OZ, IT'S KILLING HIM.
HOW?
WELL, I DON'T KNOW, DO I?!!
THEY'LL TRACE IT BACK TO THE LAB.
YES.
SET THE PROJECT BACK. MAYBE FOREVER.
YES.
HOW LONG DOES HE HAVE?
NOT LONG.
SO, HE'S GOING TO DIE --
YES.
SO, NO MATTER WHAT, HE'S GOING TO DIE?
SHAW?
TAKEN CARE OF, SIR.


WHAT IS THAT?
A BANANA BREAD.
A *BANANA* BREAD?
I READ THIS BOOK ON HOMEOPATHIC REMEDIES. *POTASSIUM* IS FANTASTIC AT COUNTERACTING ALLERGIES.

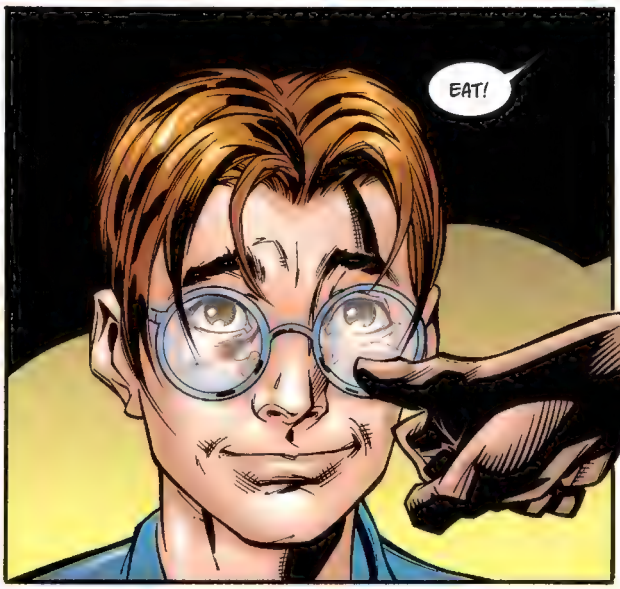

POTASSIUM IS IN BANANAS. BANANAS ARE IN *BREAD*. YOU WILL *EAT* THE BANANA BREAD.

I WOULD LIKE A PIECE.


NO.


NO?

NO. IT'S FOR *PETER*.
RIP OFF.

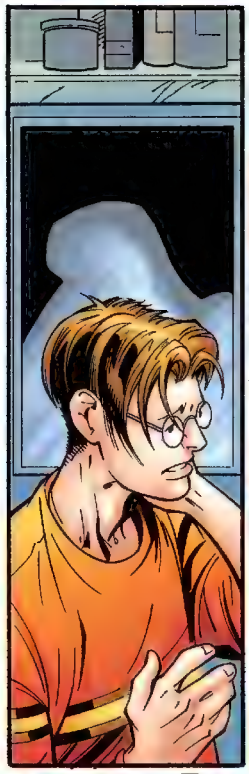

EAT!

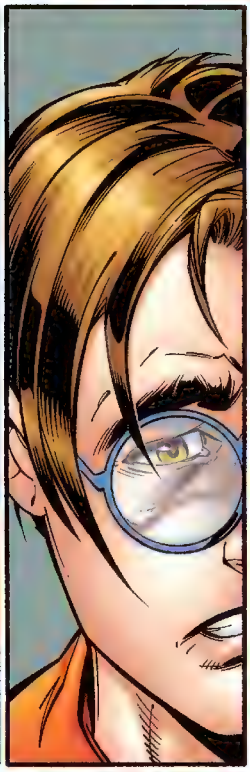
I HAVE A VISUAL.
GREEN LIGHT, SHAW. GREEN LIGHT.
MAKE SURE IT'S DONE.

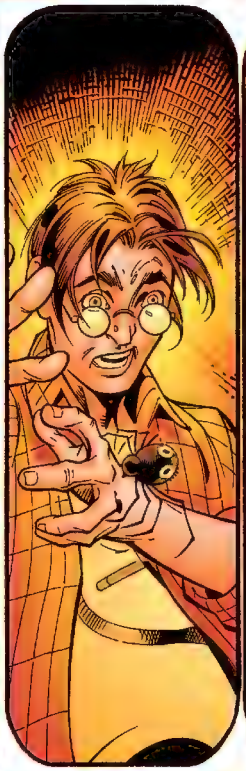
MISTER! OH, MY GOD! ARE YOU OK?!

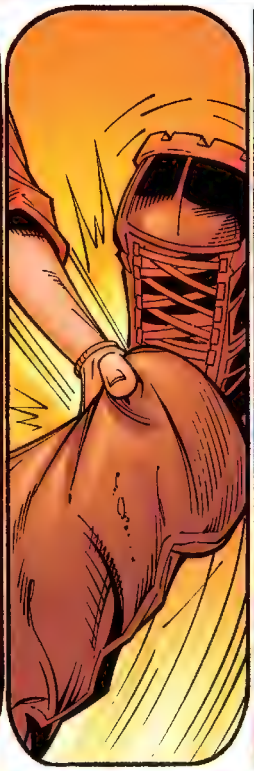
REPORT.
SIR? YOU'RE NOT GOING TO BELIEVE THIS, BUT --
SIR?
ABORT.
ARE YOU SURE, SIR?
I CAN GO TO HIS HOME AND --
ABORT!
I WANT TO STUDY THAT KID -- NOT KILL HIM!

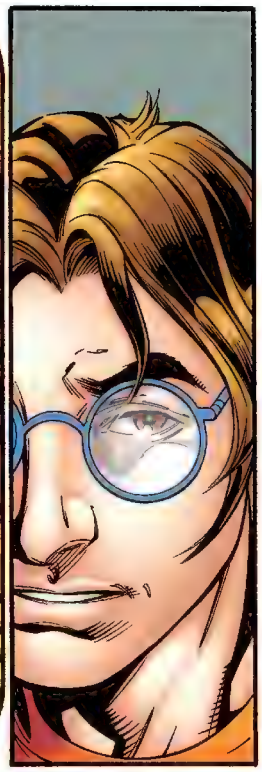
WHAT THE HECK IS GOING ON?
I MEAN -- WHAT THE HECK IS GOING ON?

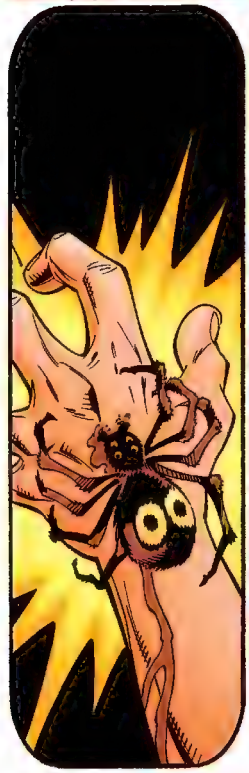


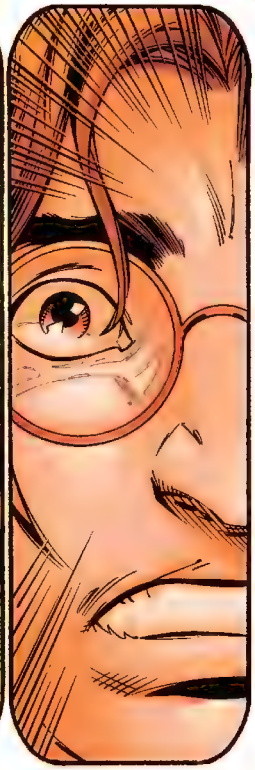


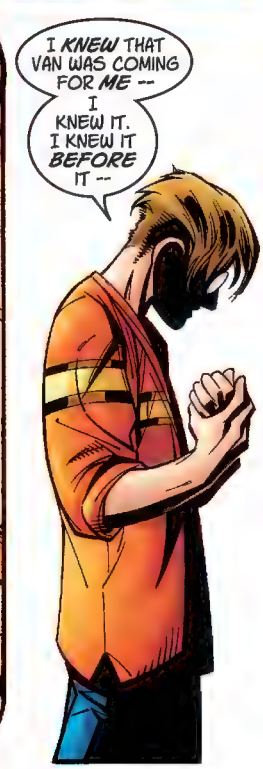




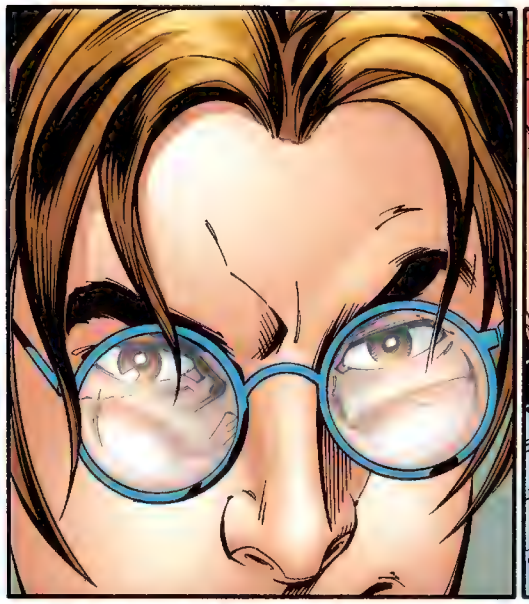


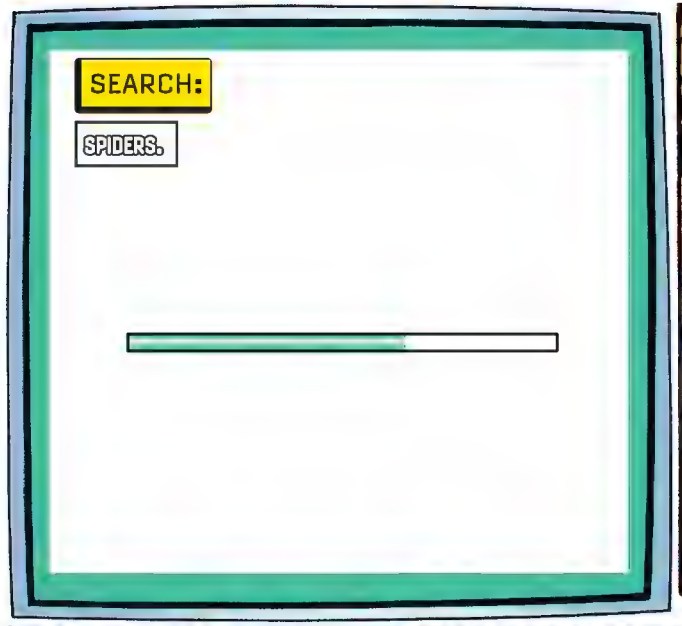


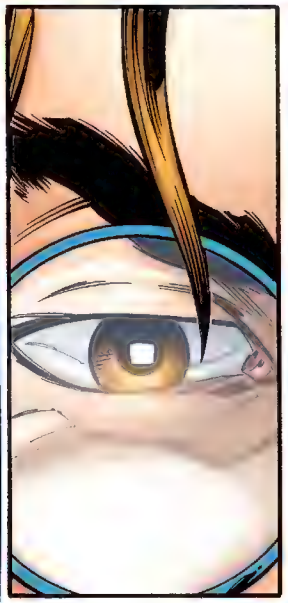



I KNEW THAT VAN WAS COMING FOR ME -- I KNEW IT. I KNEW IT BEFORE IT --

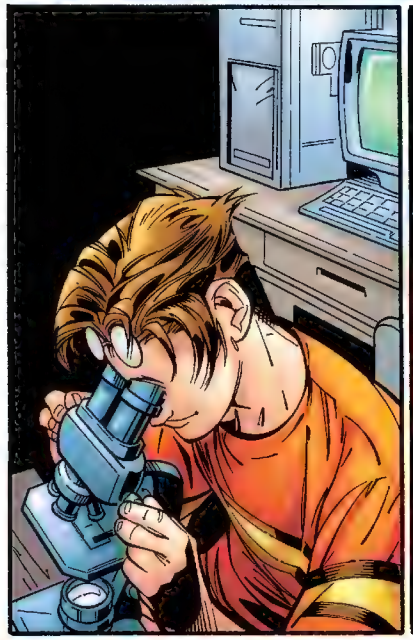
SEARCH:
WWW.OSBORNINDUSTRIES.COM

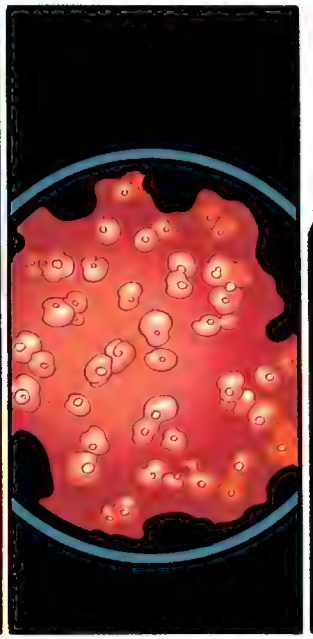



SEARCH:
SPIDERS.

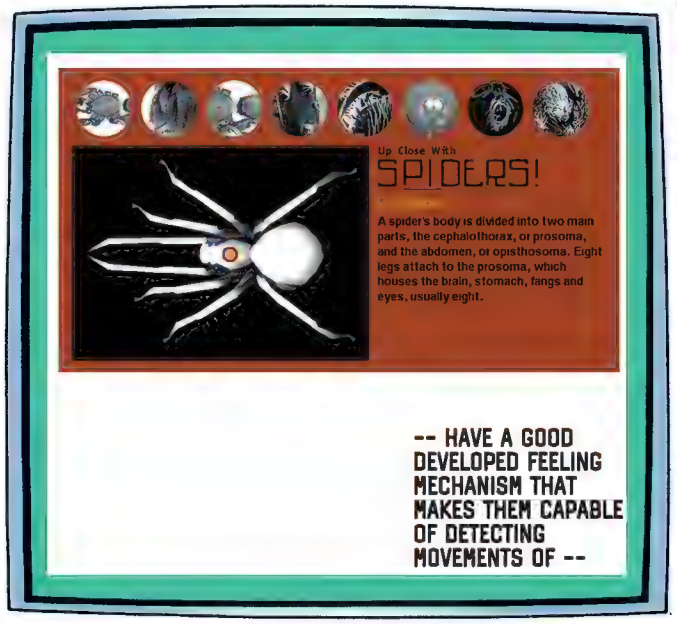


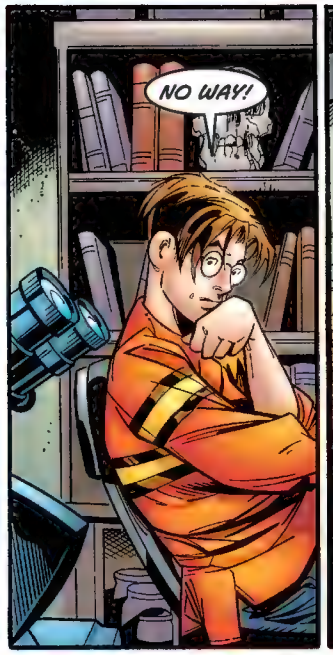
MANY PEOPLE CONFUSE SPIDERS WITH INSECTS. BOTH BELONG TO THE PHYLUM ARTHROPODA IN THE ANIMAL KINGDOM --
Up Close With
SPIDERS!
A spider's body is divided into two main parts, the cephalothorax, or prosoma, and the abdomen, or opisthosoma. Eight legs attach to the prosoma, which houses the brain, stomach, fangs and eyes, usually eight.

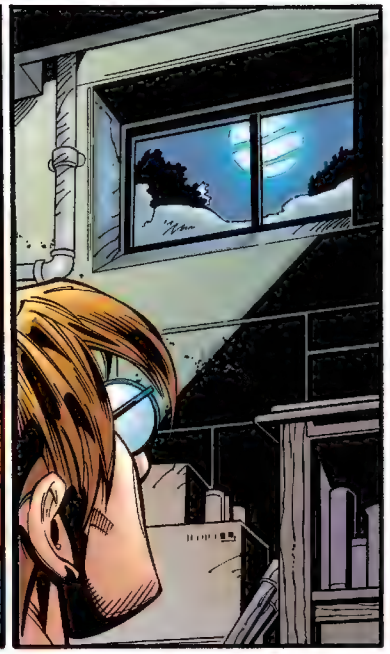




WELL, WHADDAYA THINK OF THAT.

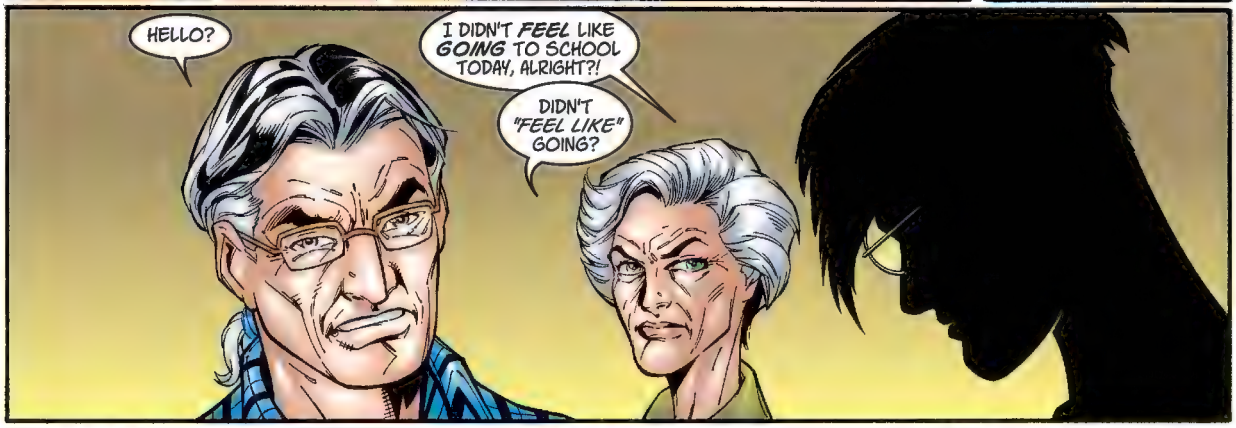
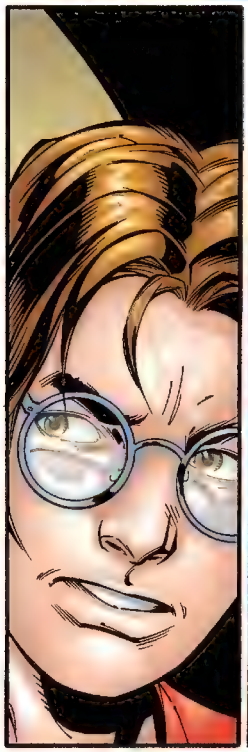
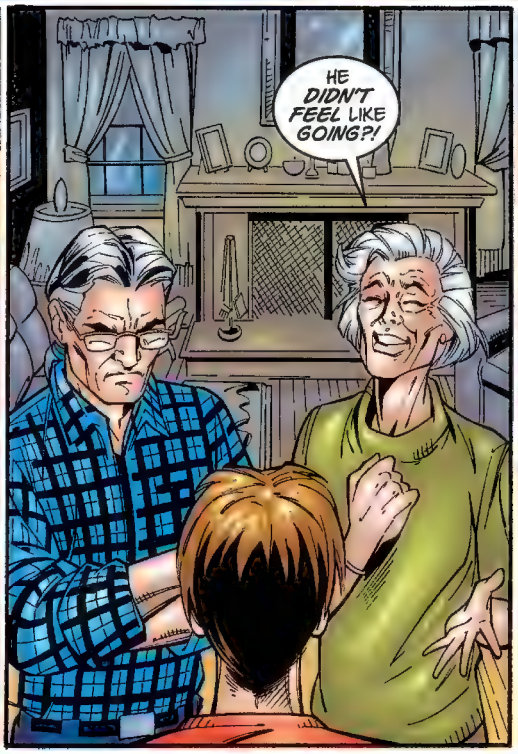
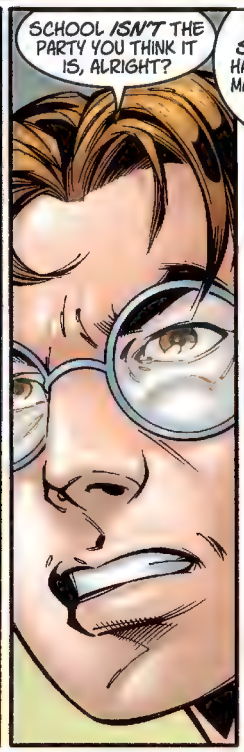
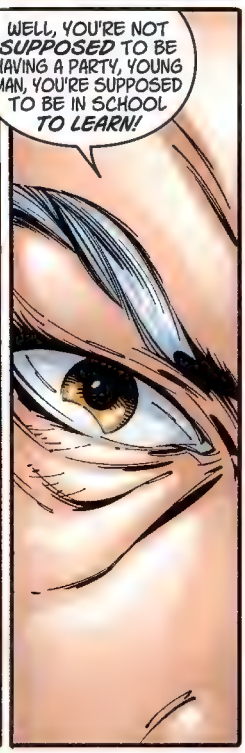

Up Close With
SPIDERS!
A spider's body is divided into two main parts, the cephalothorax, or prosoma, and the abdomen, or opisthosoma. Eight legs attach to the prosoma, which houses the brain, stomach, fangs and eyes, usually eight.
-- HAVE A GOOD DEVELOPED FEELING MECHANISM THAT MAKES THEM CAPABLE OF DETECTING MOVEMENTS OF --

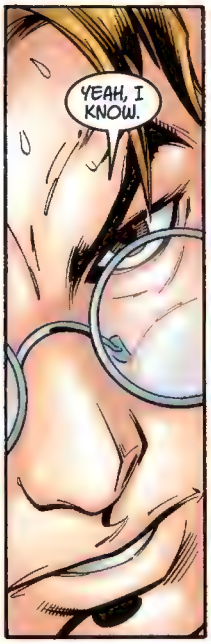

NO WAY!

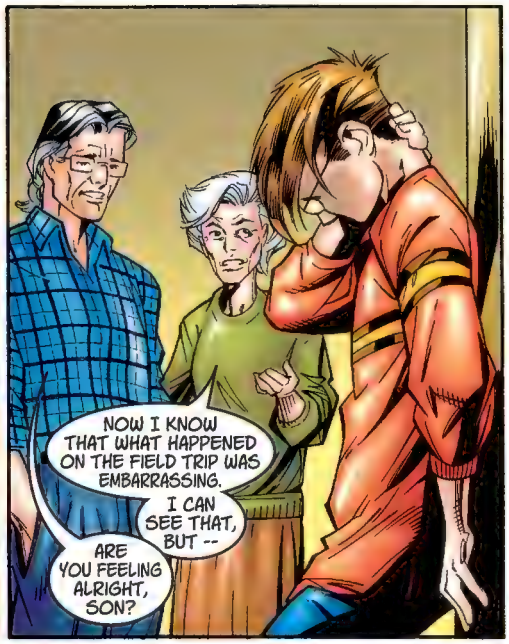


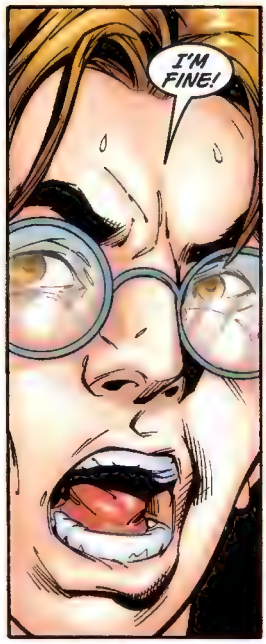
PETER, GET UP HERE. NOW!

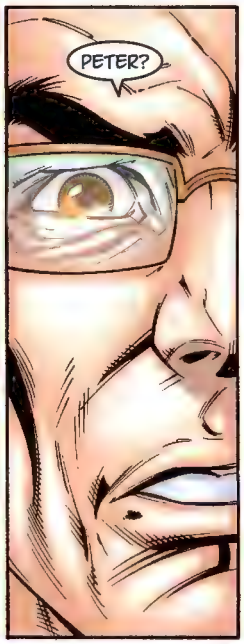
SO I GET A CALL AT WORK, AND-AND THE PRINCIPALS OFFICE SAYS THAT HE DIDN'T EVEN GO TO SCHOOL TODAY.
WHERE HAVE YOU BEEN ALL DAY, PETER?
I WAS IN MY LAB.
WHAT WERE YOU DOING?

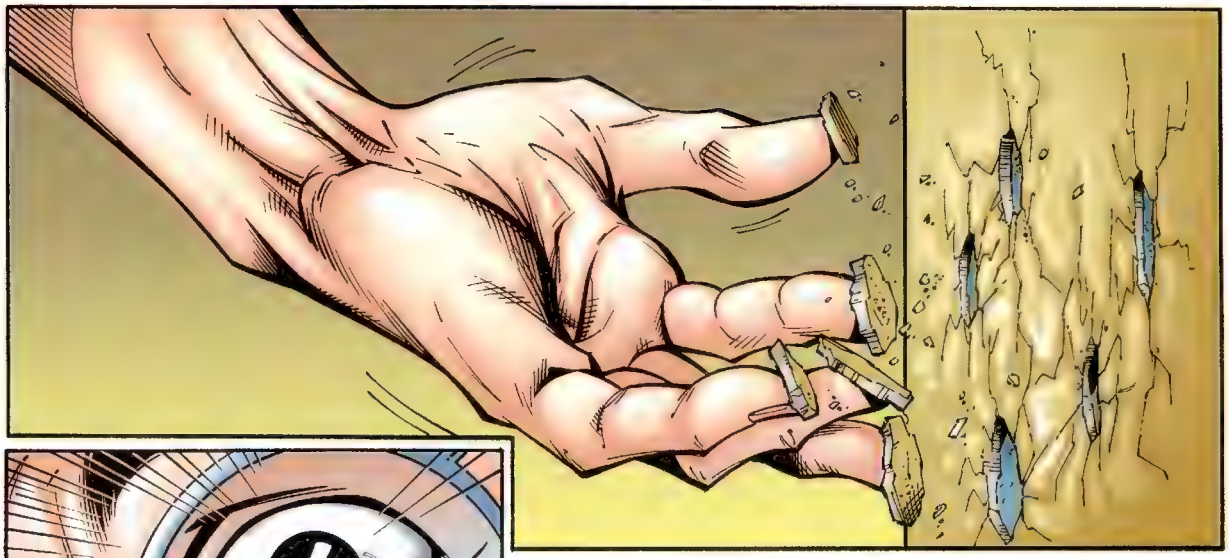

HELLO?
I DIDN'T FEEL LIKE GOING TO SCHOOL TODAY, ALRIGHT?!
DIDN'T "FEEL LIKE" GOING?


HE DIDN'T FEEL LIKE GOING?!

SCHOOL ISN'T THE PARTY YOU THINK IT IS, ALRIGHT?

WELL, YOU'RE NOT SUPPOSED TO BE HAVING A PARTY, YOUNG MAN, YOU'RE SUPPOSED TO BE IN SCHOOL TO LEARN!

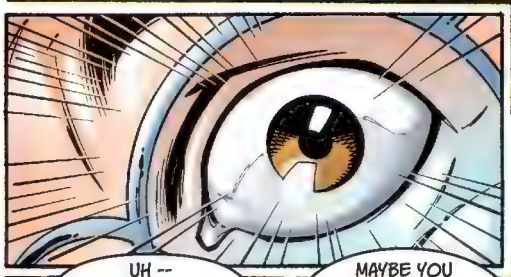

YEAH, I KNOW.

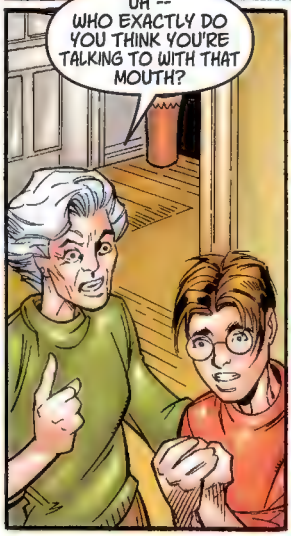

NOW I KNOW THAT WHAT HAPPENED ON THE FIELD TRIP WAS EMBARRASSING.
I CAN SEE THAT, BUT --
ARE YOU FEELING ALRIGHT, SON?

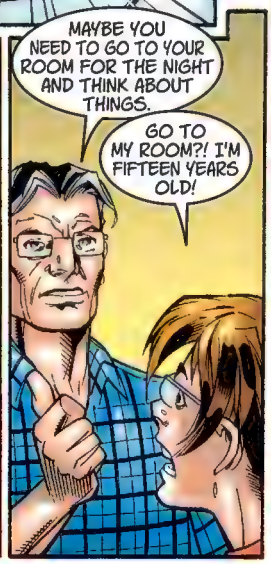

I'M FINE!


PETER?

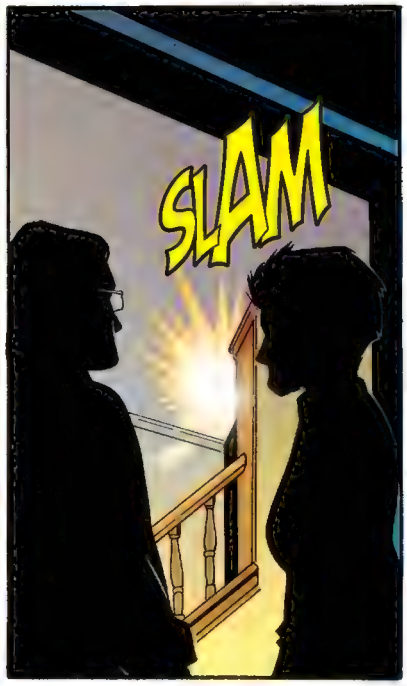





UH -- WHO EXACTLY DO YOU THINK YOU'RE TALKING TO WITH THAT MOUTH?


MAYBE YOU NEED TO GO TO YOUR ROOM FOR THE NIGHT AND THINK ABOUT THINGS.
GO TO MY ROOM?! I'M FIFTEEN YEARS OLD!

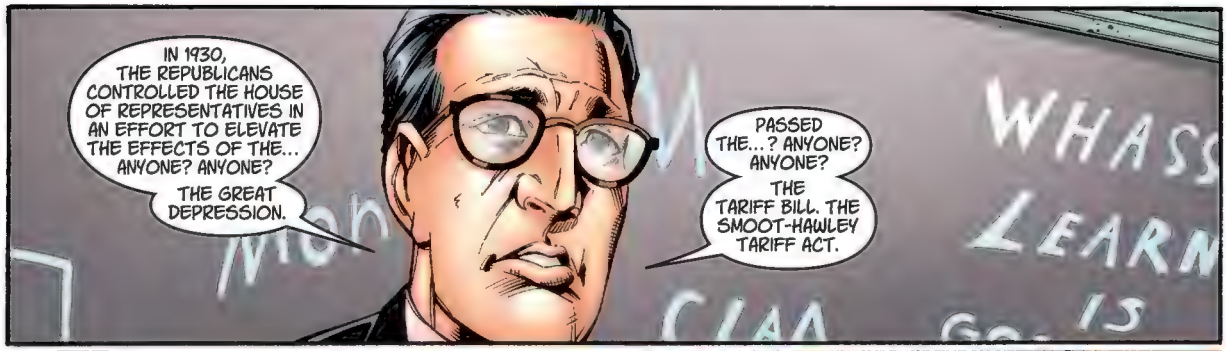
GO.

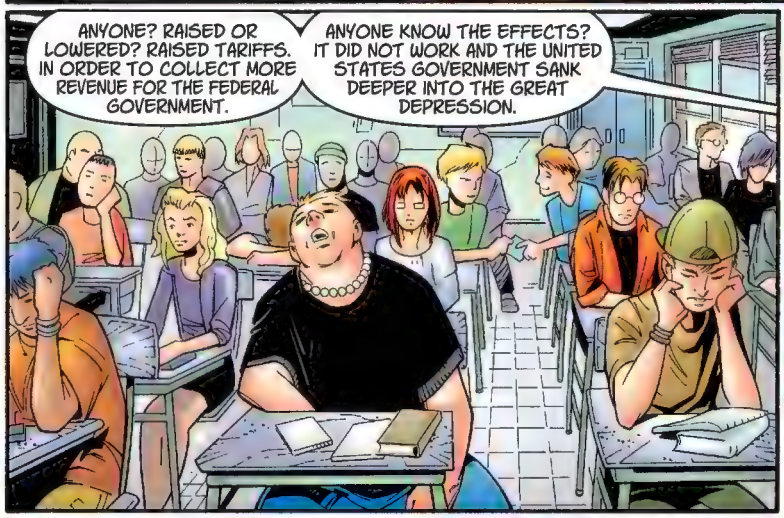

SLAM

KID HAD A TOUGH WEEK.
I KNOW.
THIS TOO SHALL PASS.
I KNOW.
MAYBE I'LL BRING HIM SOME BANANA BREAD LATER.
PUTTING HIM IN HIS ROOM IS PUNISHMENT ENOUGH.
AAAH!
4:12 AM

WHOA --
COOL.

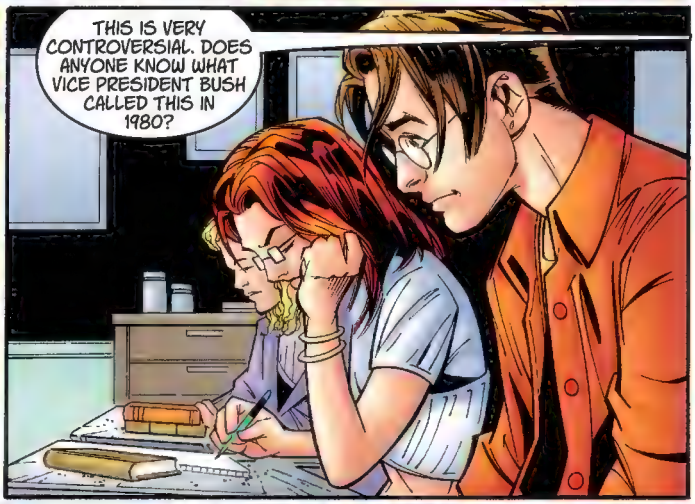
2

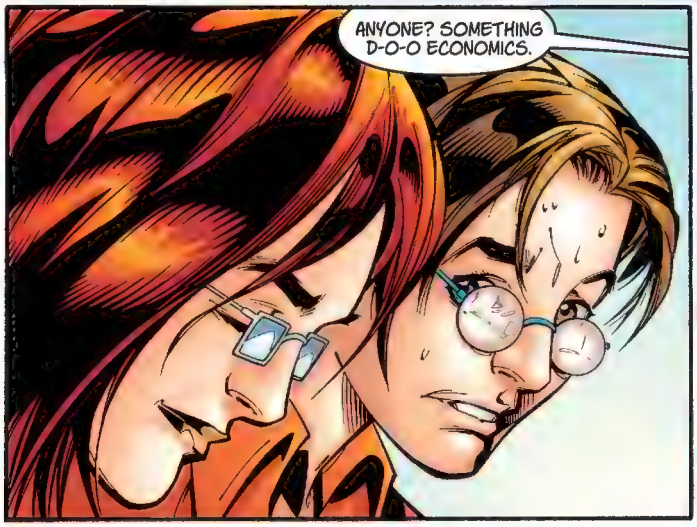

IN 1930, THE REPUBLICANS CONTROLLED THE HOUSE OF REPRESENTATIVES IN AN EFFORT TO ELEVATE THE EFFECTS OF THE... ANYONE? ANYONE?
THE GREAT DEPRESSION.
PASSED THE...? ANYONE? ANYONE?
THE TARIFF BILL. THE SMOOT-HAWLEY TARIFF ACT.


ANYONE? RAISED OR LOWERED? RAISED TARIFFS. IN ORDER TO COLLECT MORE REVENUE FOR THE FEDERAL GOVERNMENT.
ANYONE KNOW THE EFFECTS? IT DID NOT WORK AND THE UNITED STATES GOVERNMENT SANK DEEPER INTO THE GREAT DEPRESSION.

TODAY WE HAVE A SIMILAR DEBATE OVER THIS: ANYONE? ANYONE KNOW WHAT THIS IS?

ANYONE? ANYONE?
ANYONE SEEN THIS BEFORE? THE LAFFER ACT. ANYONE KNOW WHAT THIS SAYS?
IT SAYS THAT AT THIS POINT ON THE REVENUE CURVE YOU WILL GET EXACTLY THE SAME AMOUNT OF REVENUE AS THIS POINT.


THIS IS VERY CONTROVERSIAL. DOES ANYONE KNOW WHAT VICE PRESIDENT BUSH CALLED THIS IN 1980?

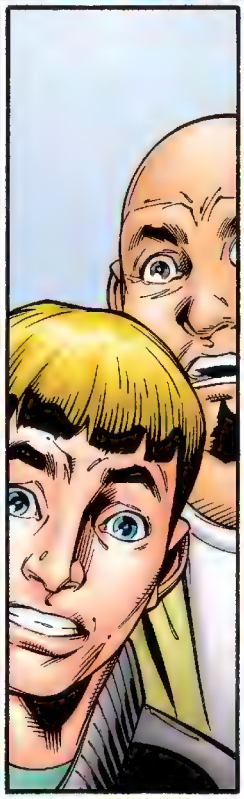

ANYONE? SOMETHING D-O-O ECONOMICS.

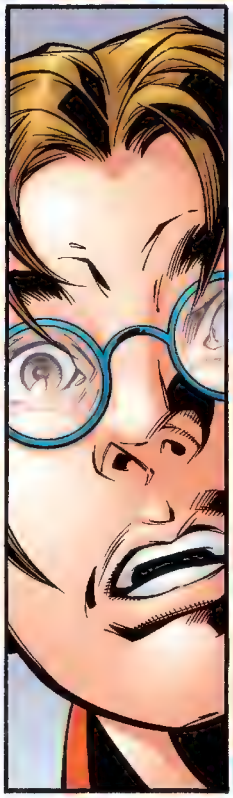
VOODOO ECONOMICS.

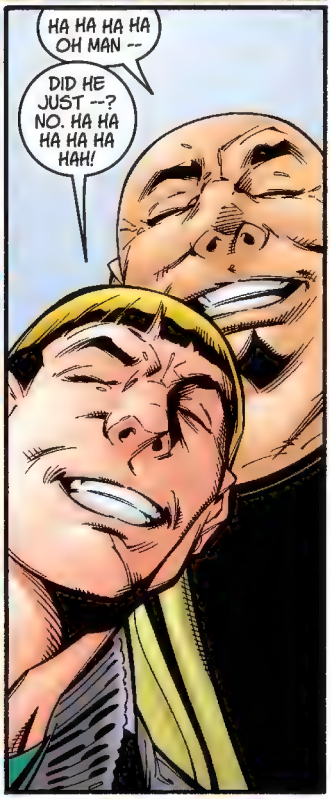
GROWING PAINS
KRAK

PARKER...?
OH! HA HA HAH! OH MY GOD! YOU ARE THE HUGEST SPAZOID!
"AND FOR MY NEXT TRICK -- I SHALL ACTUALLY TRIP WHILE SITTING DOWN."

HEY! HOW ABOUT YOU SHUT THAT STUPID FACE OF YOURS OR I'LL SHUT IT FOR YOU!

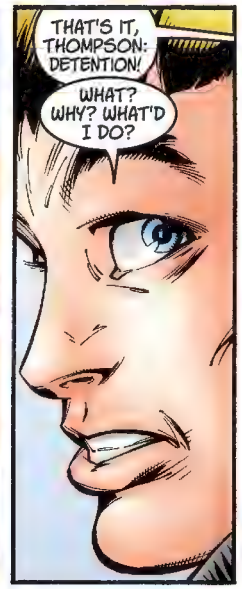


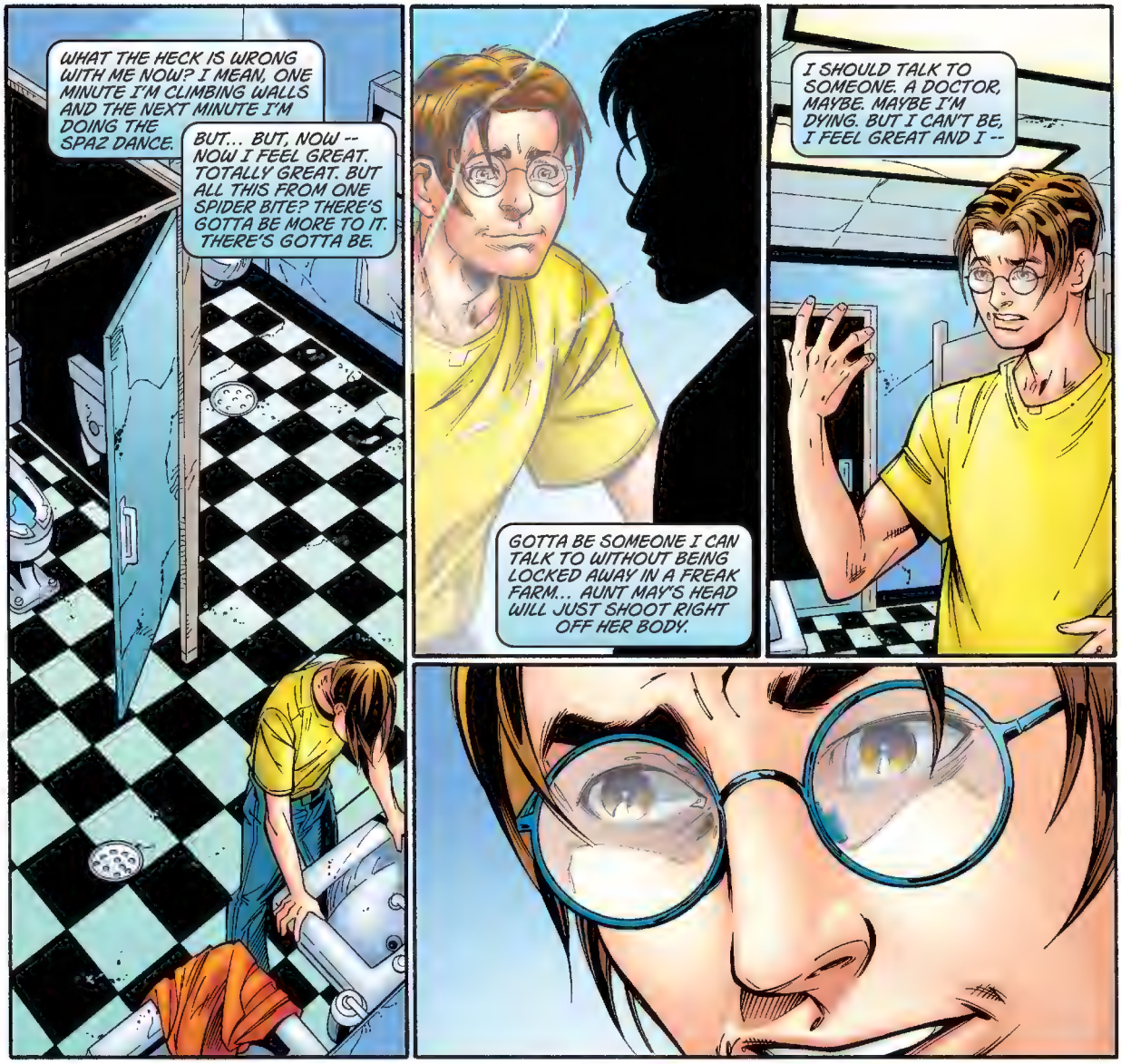



HA HA HA HA OH MAN --
DID HE JUST --? NO. HA HA HA HA HA HAH!

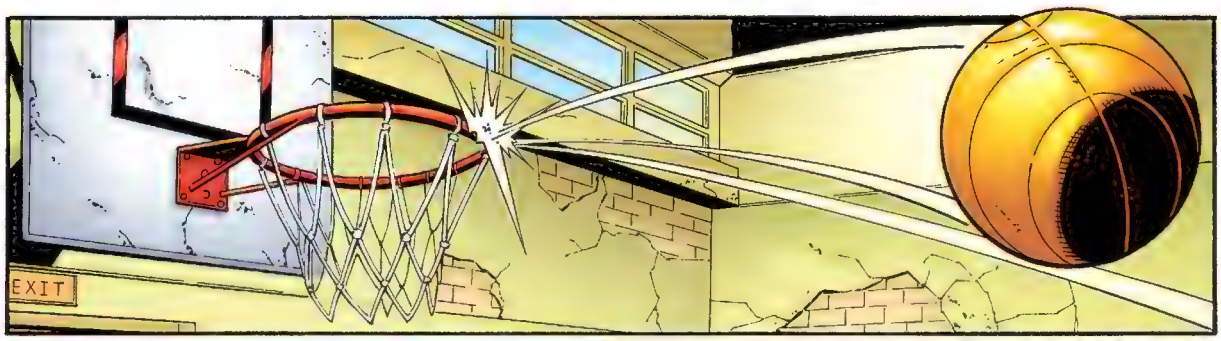
OKAY. THAT'S QUITE ENOUGH. PETER, PLEASE.
JUST -- JUST GO COOL OFF AND SEE IF YOU CAN'T FIND ANOTHER DESK.

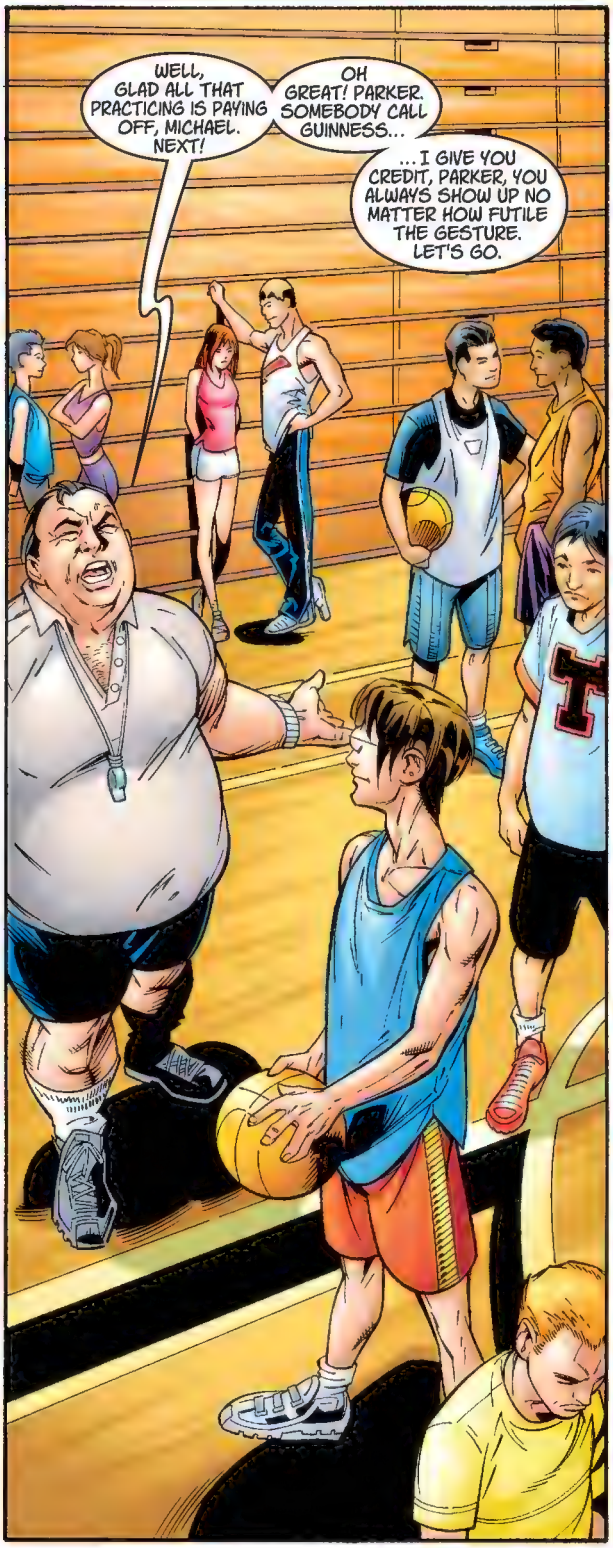
HEEHEE, MAN, HE IS CONSTANTLY ENTERTAINING.
THAT'S ABOUT ENOUGH, THOMPSON.
YO! HE ALMOST KICKED YOUR BUTT.
GUYS!
I KNOW -- I'M -- I'M SO VERY FRIGHTENED --

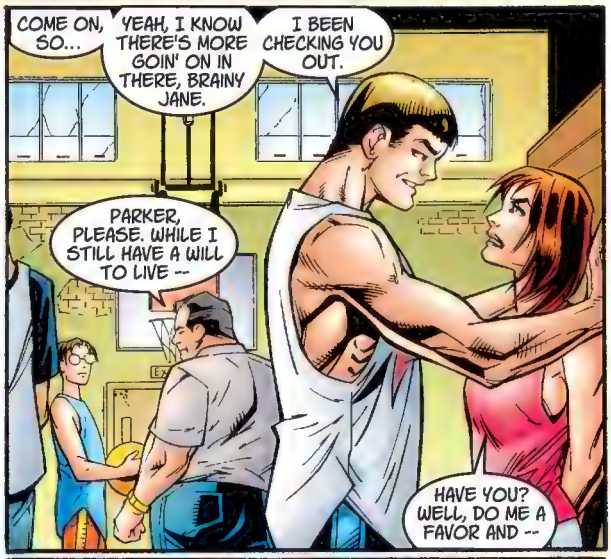

THAT'S IT, THOMPSON: DETENTION!
WHAT? WHY? WHAT'D I DO?

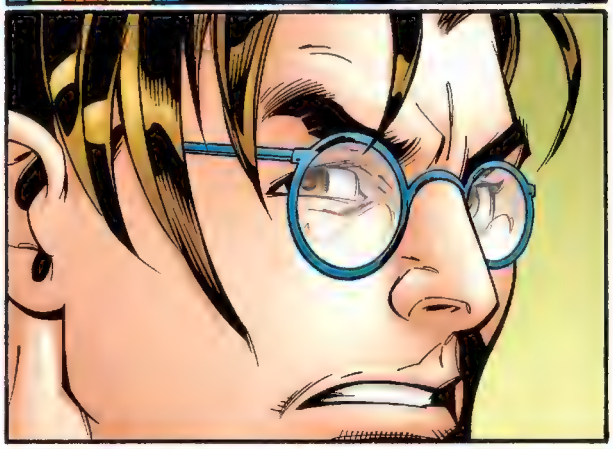

WHAT THE HECK IS WRONG WITH ME NOW? I MEAN, ONE MINUTE I'M CLIMBING WALLS AND THE NEXT MINUTE I'M DOING THE SPAZ DANCE.
BUT... BUT, NOW -- NOW I FEEL GREAT. TOTALLY GREAT. BUT ALL THIS FROM ONE SPIDER BITE? THERE'S GOTTA BE MORE TO IT. THERE'S GOTTA BE.
GOTTA BE SOMEONE I CAN TALK TO WITHOUT BEING LOCKED AWAY IN A FREAK FARM... AUNT MAY'S HEAD WILL JUST SHOOT RIGHT OFF HER BODY.
I SHOULD TALK TO SOMEONE. A DOCTOR, MAYBE. MAYBE I'M DYING. BUT I CAN'T BE, I FEEL GREAT AND I --

NOW WHERE'D THIS COME FROM?


EXIT


WELL, GLAD ALL THAT PRACTICING IS PAYING OFF, MICHAEL. NEXT!
OH GREAT! PARKER. SOMEBODY CALL GUINNESS...
...I GIVE YOU CREDIT, PARKER, YOU ALWAYS SHOW UP NO MATTER HOW FUTILE THE GESTURE. LET'S GO.


COME ON, SO...
YEAH, I KNOW THERE'S MORE GOIN' ON IN THERE, BRAINY JANE.
I BEEN CHECKING YOU OUT.
PARKER, PLEASE. WHILE I STILL HAVE A WILL TO LIVE --
HAVE YOU? WELL, DO ME A FAVOR AND --



OH!
SMACK
WHOA THERE, PARKER!
WHAT THE? OW?
YOU KEEP YOUR HANDS OFF HER, THOMPSON. JUST LEAVE HER ALONE.
ARE YOU OUT OF YOUR MIND, PARKER? I WILL SQUASH YOU LIKE A --!
FLASH, GET OUT OF HERE. HIT THE SHOWERS! YOU'RE DONE.
HE HIT ME!
I'LL DEAL WITH IT. HIT THE SHOWERS, THOMPSON.
THREE O' CLOCK IS ONLY ONE HOUR AWAY.
REALLY? WHAT'S FIVE PLUS FOUR?
ONE HOUR.
THIS SUCKS, MAN!
I DIDN'T DO ANYTHING.
WELL, PARKER, LOOKS LIKE YOU CAN THROW WHEN YOU WANT TO...
SORRY, MARY, THAT -- THAT WASN'T --
PETER. THANKS...

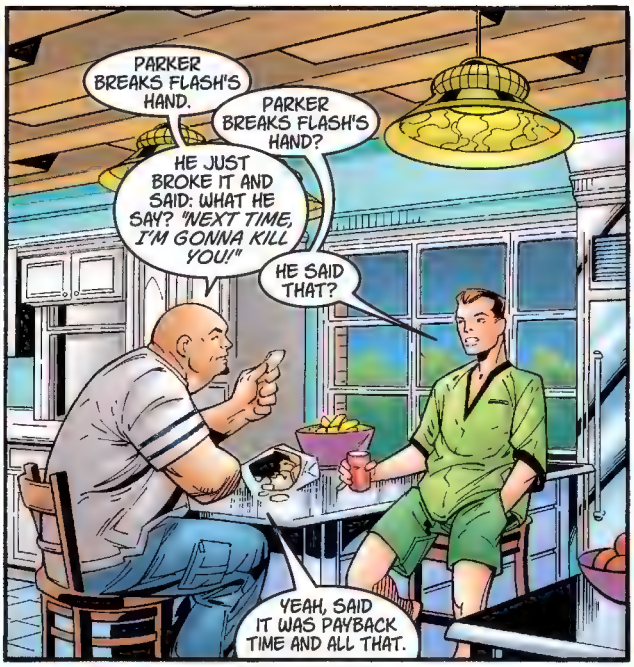
NUUUGHH!

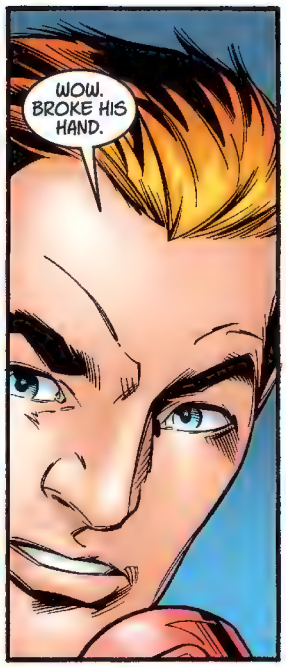
COME ON, FLASH, BRING ON THE PAIN!
WHAT'S GOTTEN INTO YOU, PARKER? HUH?
WHAT DID I SAY? I SAID I DON'T WANT TO FIGHT.
GOTTA GET UP IN MY BUSINESS?

BEAT HIS BUTT!
UUGGHHNN...

I'M SERIOUS, FLASH, I DON'T WANT TO FIGHT YOU...
WELL, YOU SHOULD HAVE THOUGHT ABOUT THAT BEFORE YOU --
CRRRRKK
NNGG... AAHH!
OH GOD! OH NO... GGLLG... MY HAND...
I -- I TOLD HIM -- I SAID... I DIDN'T WANT TO FIGHT.
AAAHH!

YO! YOU SHOULDA SEEN IT. FLASH IS ALL READY TO BREAK OUT THE CAN ON PARKER AND WHAT HAPPENS... PARKER BREAKS HIS HAND.
WAIT, WHAT?


PARKER BREAKS FLASH'S HAND.
PARKER BREAKS FLASH'S HAND?
HE JUST BROKE IT AND SAID: WHAT HE SAY? "NEXT TIME, I'M GONNA KILL YOU!"
HE SAID THAT?
YEAH, SAID IT WAS PAYBACK TIME AND ALL THAT.


WOW. BROKE HIS HAND.

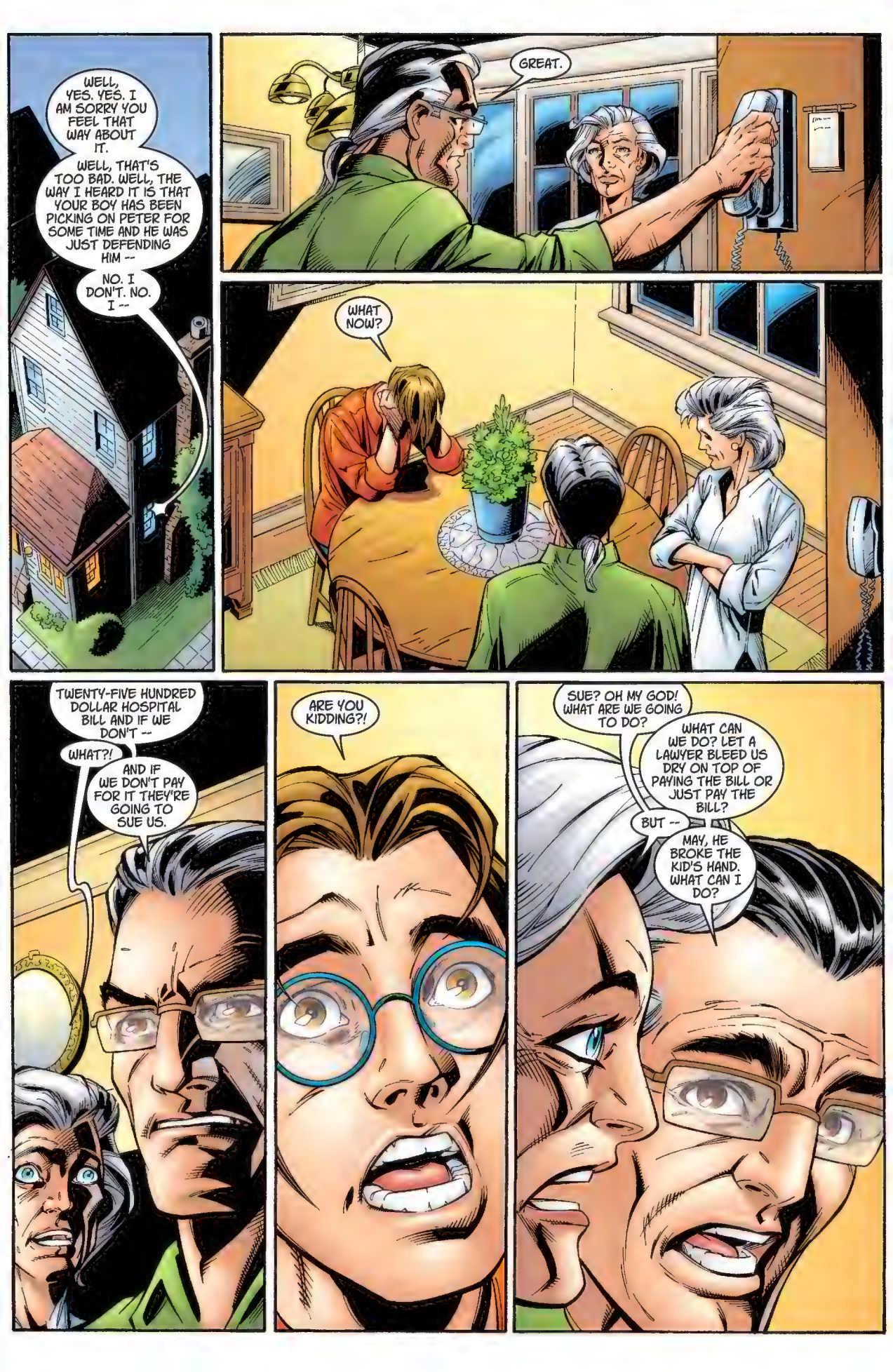
YEAH, IT WAS ALL MANGLED LIKE THIS. DUDE WENT TO THE ER.

GUESS HE'S OUT OF THE LEAGUE.
NO DOUBT. LESS HE CAN LEARN TO DRIBBLE WITH HIS NOSE.
WOW, PETER BEAT UP, FLASH.
LAID THE SMACK DOWN!
HUH.

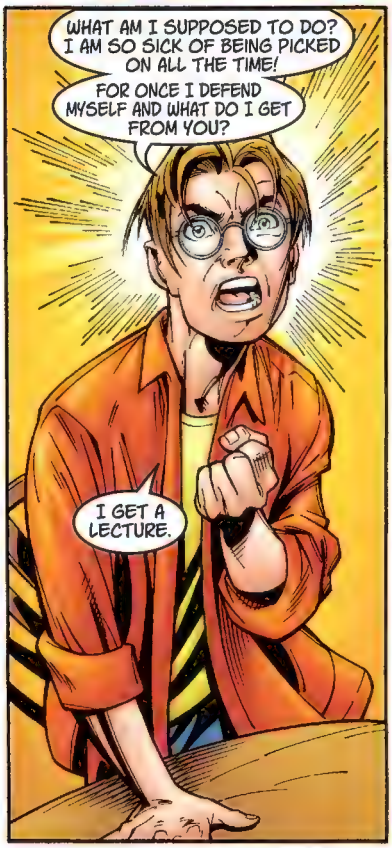
THAT GUY IS LIKE A SCARY ALIEN FREAK, MAN.
WHO?
PARKER, FIRST, WHAT?, LIKE HE DOESN'T SAY TWO WORDS ALL YEAR. NUTHIN'. JUST ALL IN FULL-GEEK MODE, RIGHT?
THEN ALL OF A SUDDEN HE'S ALL -- HE'S ALL BREAKIN' HIS DESK IN HALF, THEN HE'S ALL UP IN OUR FACE. THEN HE'S ALL SMACKIN' FLASH DOWN.

YOU GUYS SHOULD LAY OFF HIM ANYHOW. I ALWAYS SAID IT.
YEAH, YOU DID.
HARRY, COME HERE.

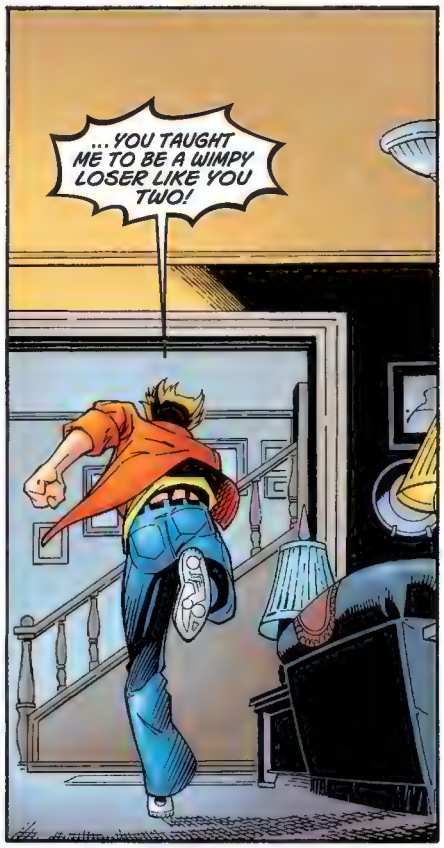
HARRY, ARE YOU FRIENDS WITH THAT PARKER KID?
THE ONE WHO HAD THE ACCIDENT ON THE FIELD TRIP?
WITH THE SPIDER? UH -- YEAH. WE DO SCIENCE TOGETHER. LAB PARTNERS.
BUT -- DAD -- Y'KNOW, HIS FAMILY ARE -- THEY CAN'T AFFORD TO BUY A NEW SPIDER OR --
NO. I WANT YOU TO BRING THE BOY TO THE LAB AFTER SCHOOL TOMORROW.
I FEEL BAD FOR WHAT HAPPENED AND I THOUGHT I'D MAKE IT UP TO HIM -- GIVE HIM A PERSONAL TOUR. DO YOU THINK HE'D LIKE THAT?
ARE YOU KIDDING ME? UH -- YEAH. HE'D LOVE THAT. HE'D -- YEAH.
GOOD, SEE YOU KIDS AFTER SCHOOL.
OKAY.


WELL, YES. YES. I AM SORRY YOU FEEL THAT WAY ABOUT IT.
WELL, THAT'S TOO BAD. WELL, THE WAY I HEARD IT IS THAT YOUR BOY HAS BEEN PICKING ON PETER FOR SOME TIME AND HE WAS JUST DEFENDING HIM --
NO. I DON'T. NO. I --
GREAT.
WHAT NOW?
TWENTY-FIVE HUNDRED DOLLAR HOSPITAL BILL AND IF WE DON'T --
WHAT?!
AND IF WE DON'T PAY FOR IT THEY'RE GOING TO SUE US.
ARE YOU KIDDING?!
SUE? OH MY GOD! WHAT ARE WE GOING TO DO?
WHAT CAN WE DO? LET A LAWYER BLEED US DRY ON TOP OF PAYING THE BILL OR JUST PAY THE BILL?
BUT --
MAY, HE BROKE THE KID'S HAND. WHAT CAN I DO?

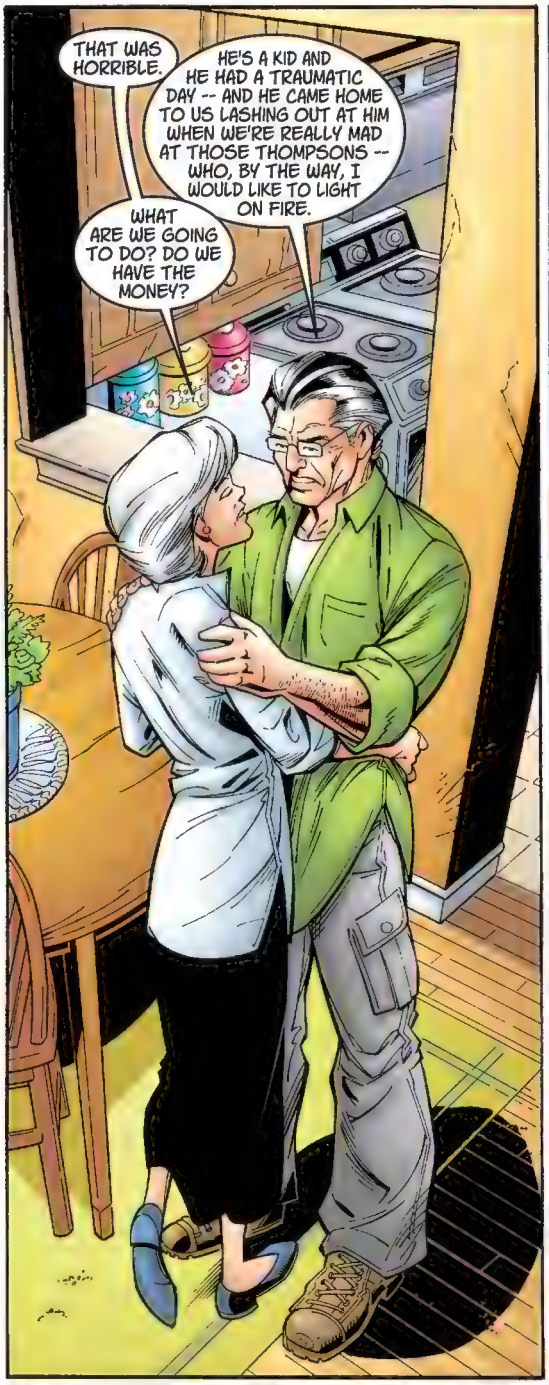
PETER, THIS IS NOT THE WAY YOU WERE RAISED. THIS IS NOT HOW HUMAN BEINGS BEHAVE.
WHAT ARE YOU TALKING ABOUT?
I WAS DEFENDING...
I JUST DON'T UNDERSTAND -- YOU BROKE HIS HAND?

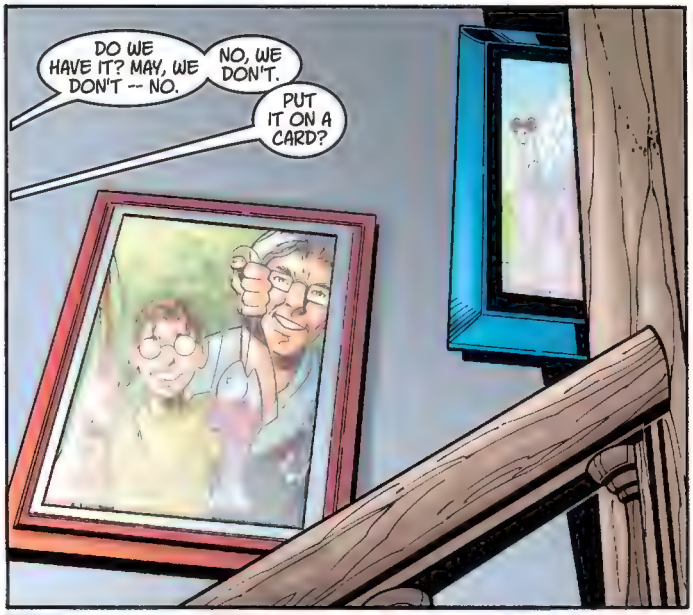

WHAT AM I SUPPOSED TO DO? I AM SO SICK OF BEING PICKED ON ALL THE TIME!
FOR ONCE I DEFEND MYSELF AND WHAT DO I GET FROM YOU?
I GET A LECTURE.

PETER, THAT'S NOT WHAT WE TAUGHT YOU TO --
YEAH, I KNOW WHAT YOU TAUGHT ME...

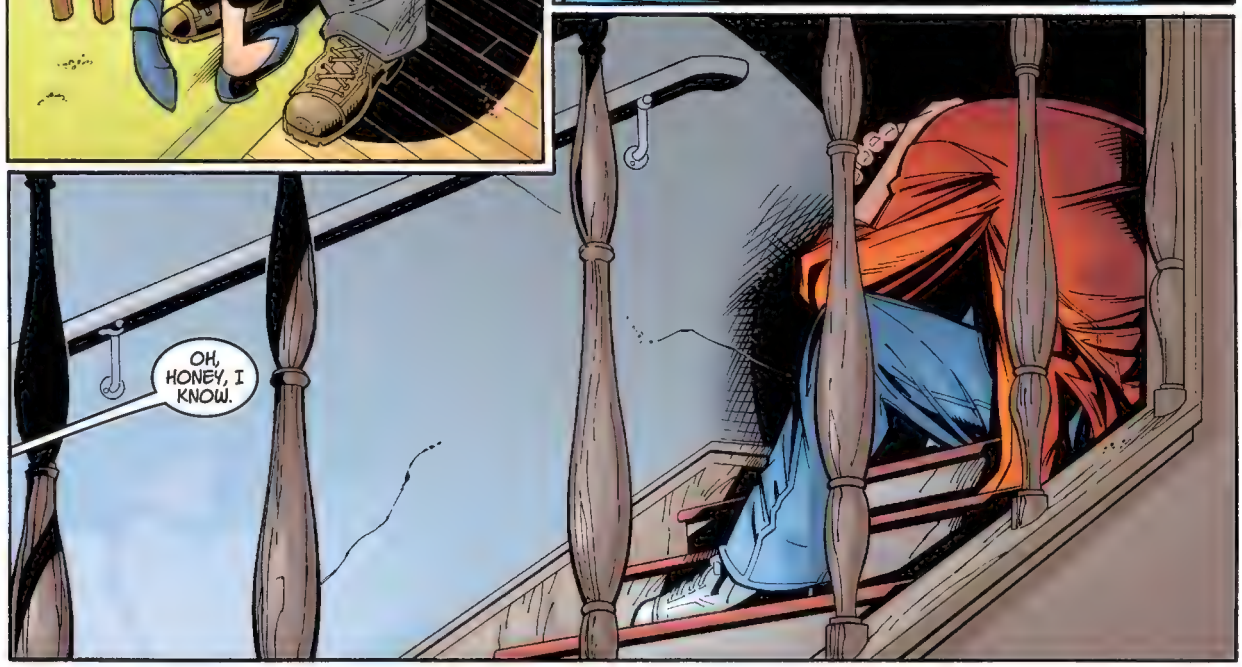

... YOU TAUGHT ME TO BE A WIMPY LOSER LIKE YOU TWO!

GROWING PAINS.
THAT'S ALL IT IS, MAY.

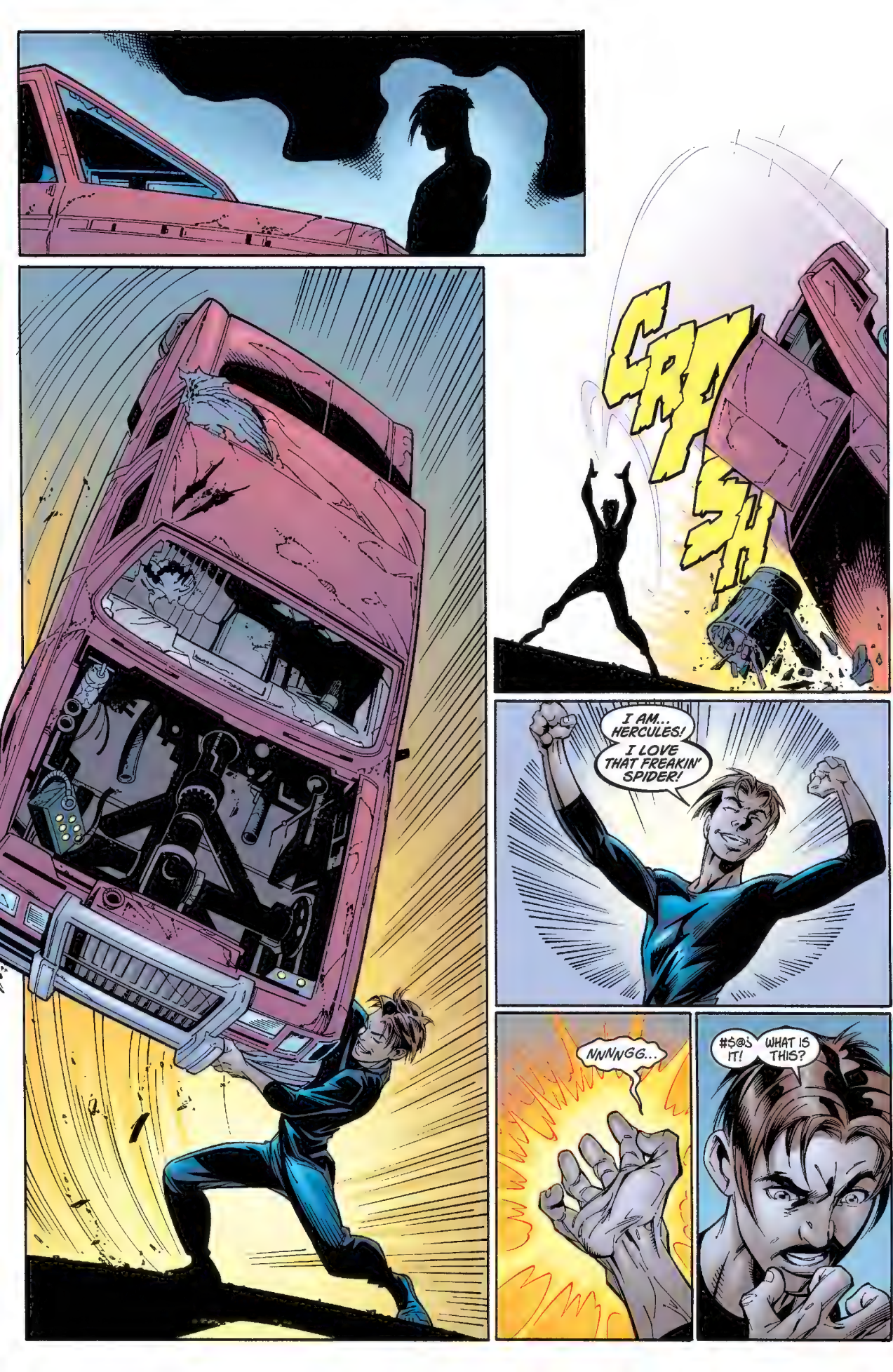

THAT WAS HORRIBLE.
HE'S A KID AND HE HAD A TRAUMATIC DAY -- AND HE CAME HOME TO US LASHING OUT AT HIM WHEN WE'RE REALLY MAD AT THOSE THOMPSONS -- WHO, BY THE WAY, I WOULD LIKE TO LIGHT ON FIRE.
WHAT ARE WE GOING TO DO? DO WE HAVE THE MONEY?

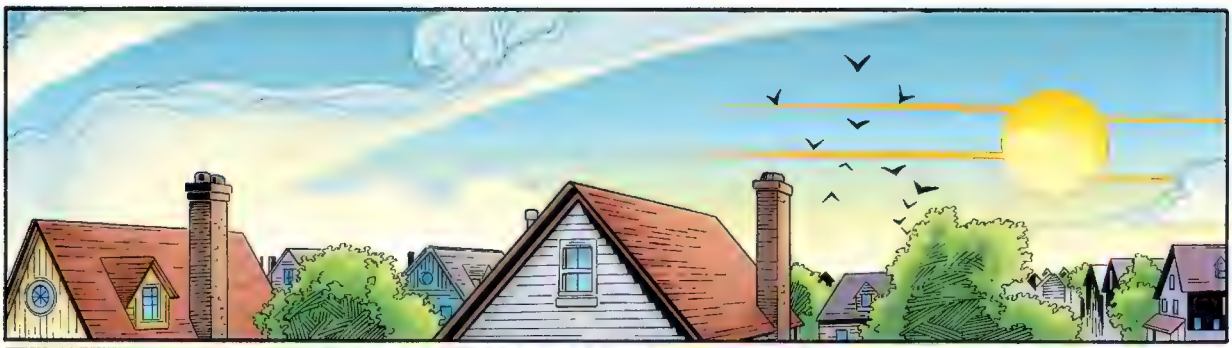

DO WE HAVE IT? MAY, WE DON'T -- NO.
NO, WE DON'T.
PUT IT ON A CARD?

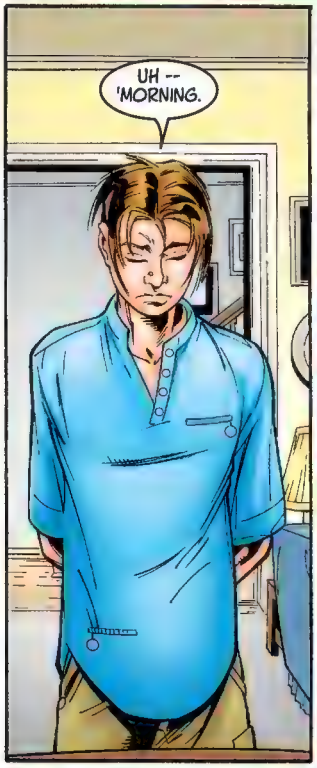
WE HAVE TO. BUT THAT'S IT.
I MEAN, WE ARE -- WE ARE MAXED OUT.
I SHOULD GO UP THERE.
LET THE KID BE.
HE DIDN'T MEAN IT. THE BOY ADORES YOU.

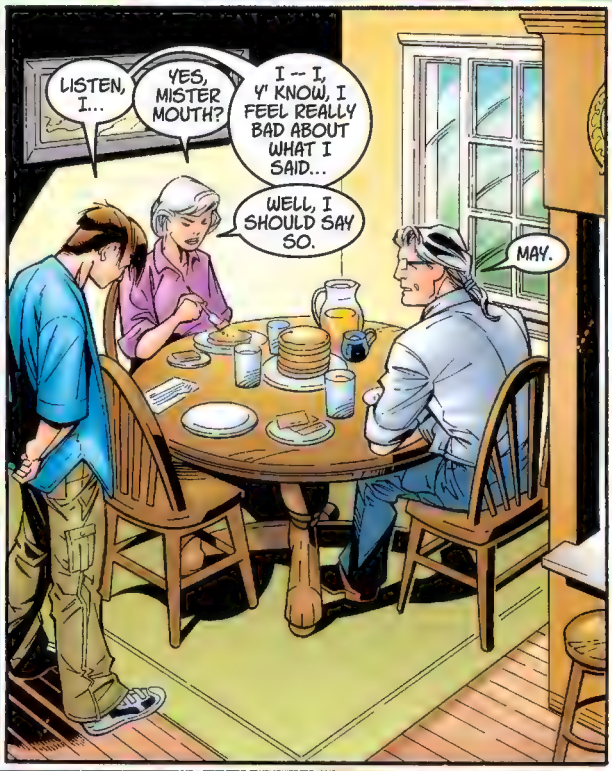

OH, HONEY, I KNOW.

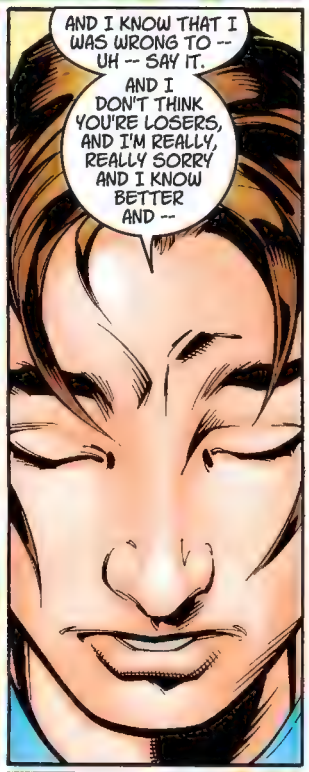
AAHH!
KEEP OUT

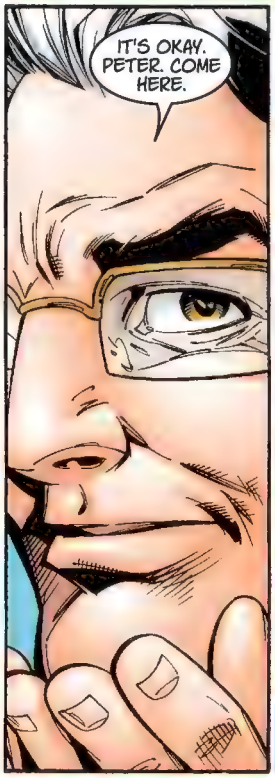

CRA SH
I AM... HERCULES! I LOVE THAT FREAKIN' SPIDER!
NNNNGG...
#$@$ IT!
WHAT IS THIS?

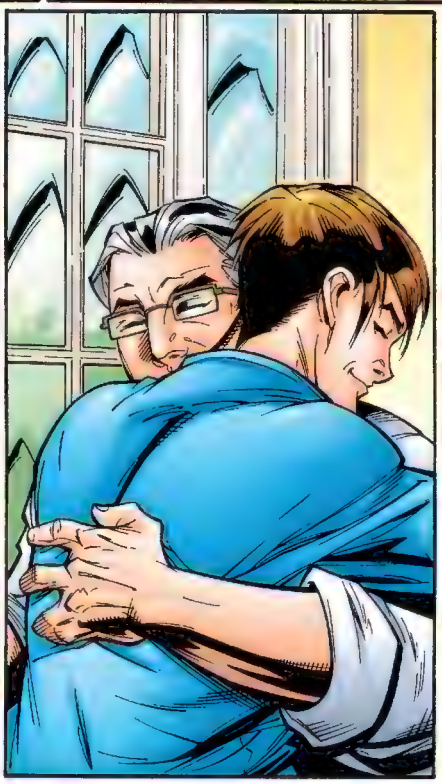


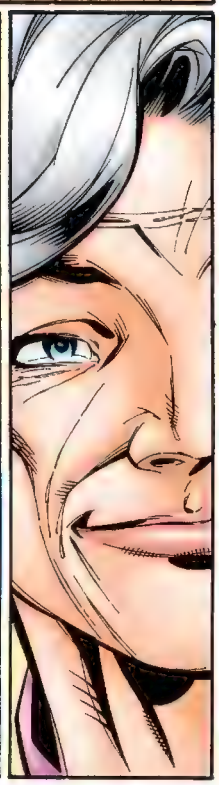

UH -- 'MORNING.

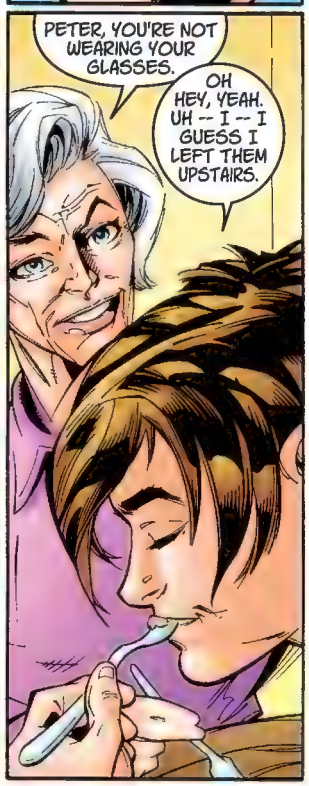

LISTEN, I...
YES, MISTER MOUTH?
I -- I, Y' KNOW, I FEEL REALLY BAD ABOUT WHAT I SAID...
WELL, I SHOULD SAY SO.
MAY.


AND I KNOW THAT I WAS WRONG TO -- UH -- SAY IT.
AND I DON'T THINK YOU'RE LOSERS, AND I'M REALLY, REALLY SORRY AND I KNOW BETTER AND --

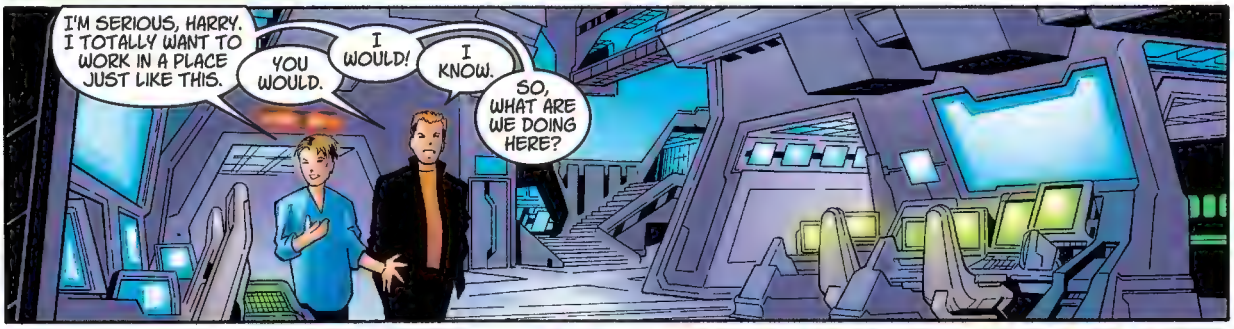

IT'S OKAY. PETER. COME HERE.

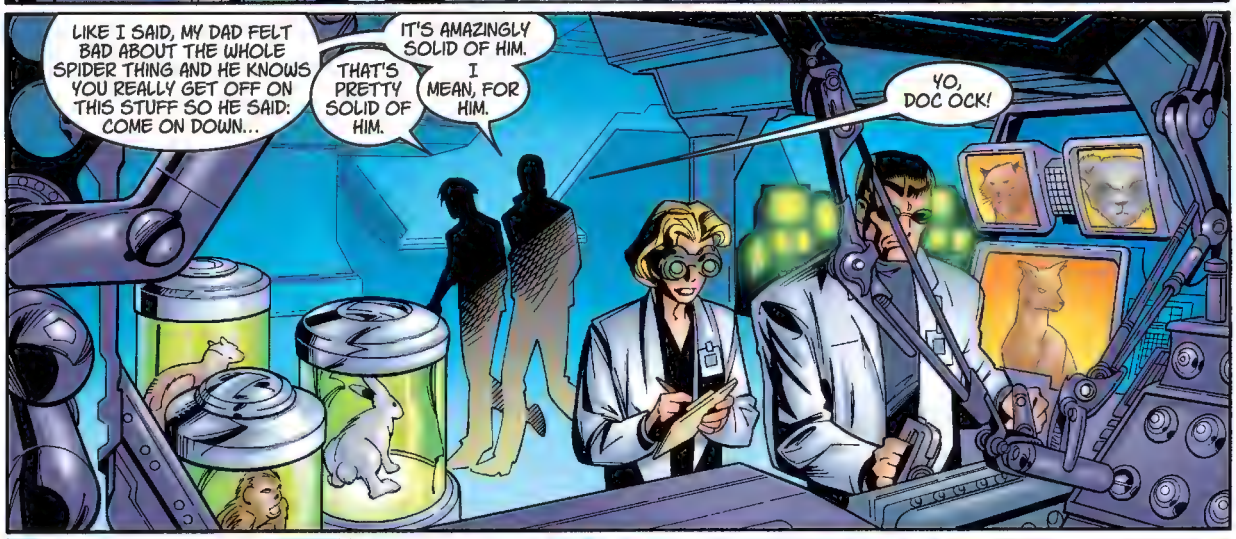


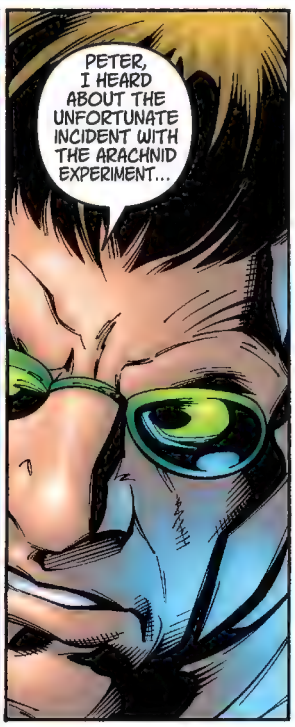



PETER, YOU'RE NOT WEARING YOUR GLASSES.
OH HEY, YEAH. UH -- I -- I GUESS I LEFT THEM UPSTAIRS.

OSBORN INDUSTRIES
WORKING TOWARD YOUR FUTURE



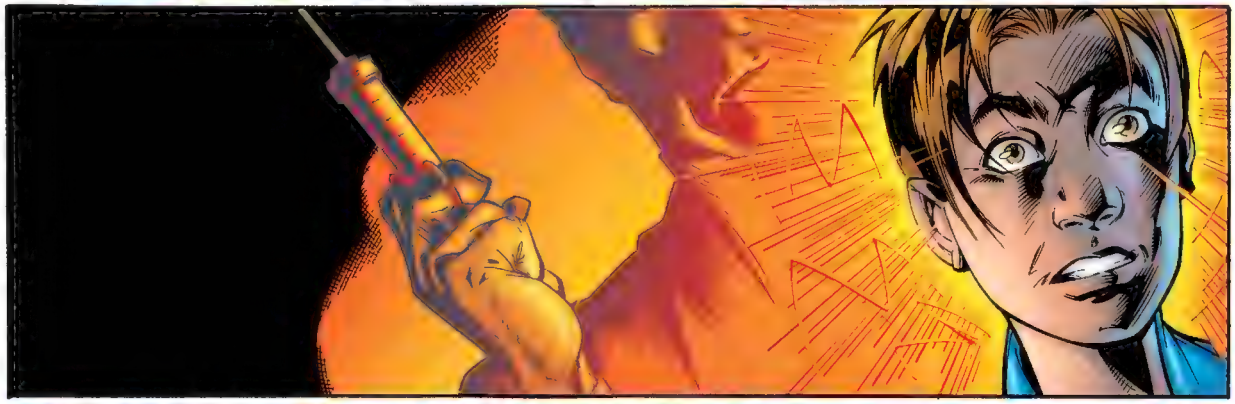




...I HOPE THAT YOU HAVEN'T HAD ANY ODD SIDE EFFECTS. DIZZINESS? DROWSINESS?
WELL, THERE HAS BEEN A LITTLE -- WHAT ARE ALL THE ANIMALS FOR ANYWAY?

WE CHECK THE BLOOD WORK FOR REACTIONS.
REACTIONS?
JUST SIMPLE BLOOD WORK. HAVE YOU EVER HAD YOUR BLOOD TAKEN, PETER?
OH YEAH. YOU KNOW, PHYSICALS.

WELL, WHY DON'T WE TAKE SOME OF YOURS AND I CAN SHOW YOU WHAT WE DO HERE.
NO, THAT'S OKAY. I'D LIKE TO KEEP MINE ALL IN ITS ORIGINAL CONTAINER.

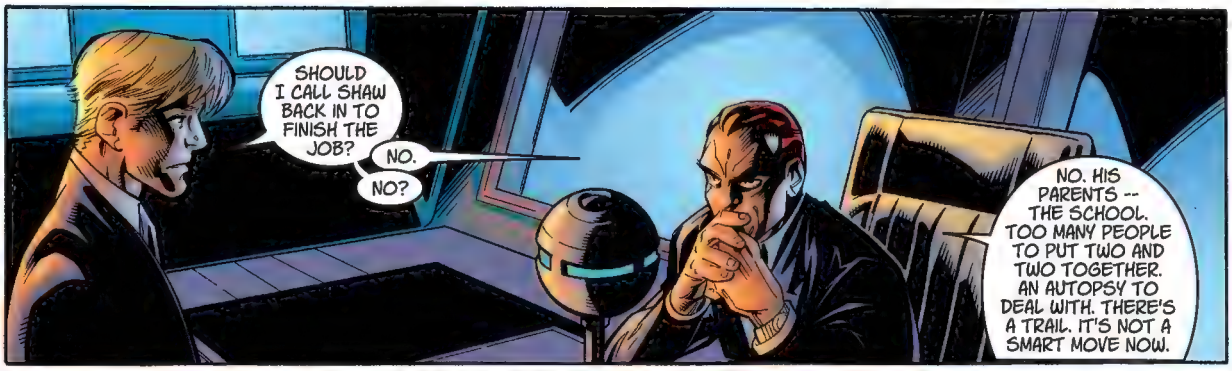


HEY, WHAT ARE YOU DOING? HEY!

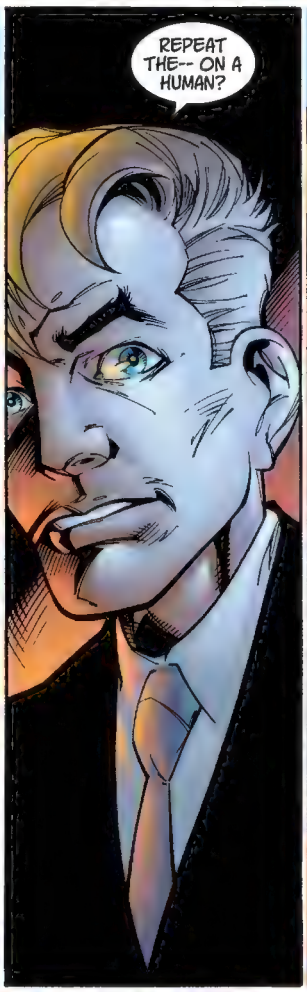
WHAT THE HECK IS WRONG WITH YOU?!
JUST TAKING A SAMPLE.
WHAT HAPPENED?!
WHAT WAS THIS? LIKE AN AMBUSH OR --
WHAT HAPPENED?

EXIT
PETER?! WHAT'S GOING ON?!
PETER?

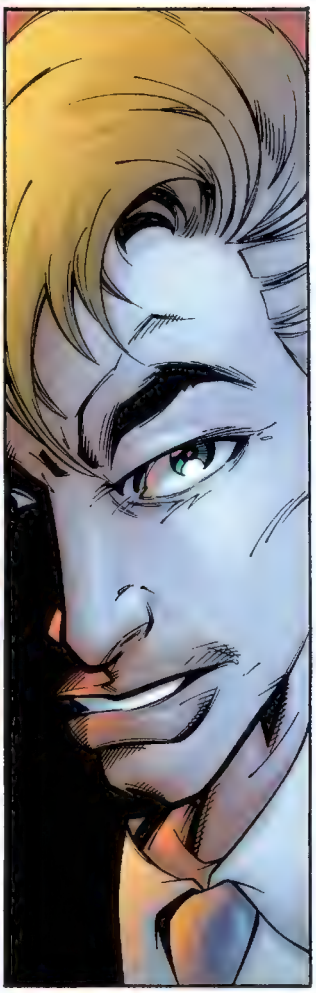
WHAT I AM SAYING IS THAT THE DETERIORATION EFFECTS WE WITNESSED IN THE FIRST PARKER SAMPLE HAVE, IN LAYMAN'S TERMS, REVERSED THEMSELVES.
MEANING?
MEANING THE BOY IS A HEALTHY SPECIMEN. IF NOT HEALTHIER. HIS METABOLISM IS SOMEWHAT AKIN TO -- LET'S SAY -- THAT OF A LONG DISTANCE RUNNER OR AN OLYMPIC LEVEL ATHLETE.
BUT WHAT WILL HAPPEN AS HIS CONDITION PROGRESSES?
OH -- AND HIS CONDITION HAS STABILIZED. HIS BLOOD COUNT IS NORMAL.
STABILIZED.
I WOULD REALLY LIKE TO SPEND MORE TIME WITH THE SUBJECT, MR. OSBORN. I HAVE A SERIES OF TESTS THAT --
THANK YOU, DOCTOR. HAVE A GOOD NIGHT.


SHOULD I CALL SHAW BACK IN TO FINISH THE JOB?
NO.
NO?
NO. HIS PARENTS -- THE SCHOOL. TOO MANY PEOPLE TO PUT TWO AND TWO TOGETHER. AN AUTOPSY TO DEAL WITH. THERE'S A TRAIL. IT'S NOT A SMART MOVE NOW.

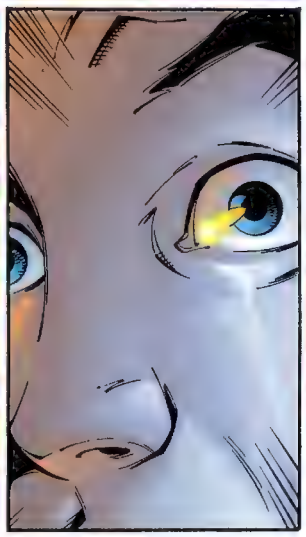
YOU WANT TO BRING HIM IN FOR MORE TESTS?
THAT IS ADMISSION THAT THERE'S SOMETHING TO TEST. NO, WE NEED TO REPEAT THE ACCIDENT.

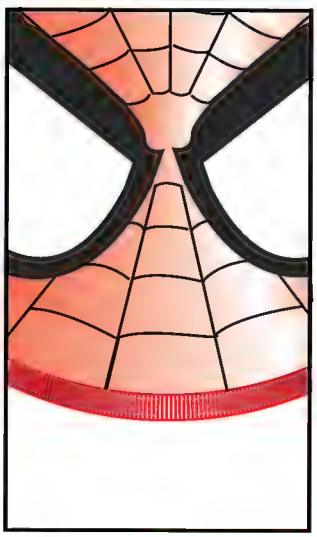

REPEAT THE-- ON A HUMAN?

MATCH THE SITUATION. SPECIMEN. CONTROL THE ENVIRONMENT.



PULL UP MY FILE, PLEASE.



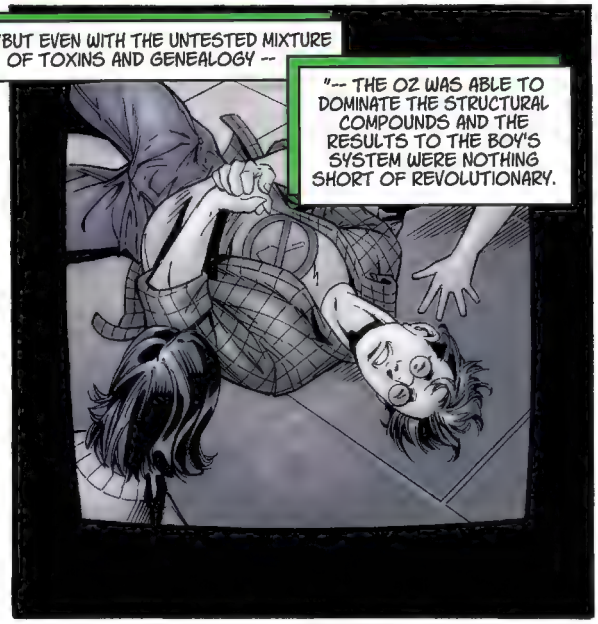


3

"RIGHT THERE -- YES.
"RIGHT THERE WE CAN SEE WHERE THE ARACHNID OZ EXPERIMENT NUMBER "OO" BIT THAT PARKER BOY.

"INITIALLY, THE BIOLOGICAL EFFECTS TO THE PARKER BOY WERE NEGATIVE. VERY NEGATIVE.
"AND HIS CHANCE FOR SURVIVAL WAS VERY SLIM. FATAL.

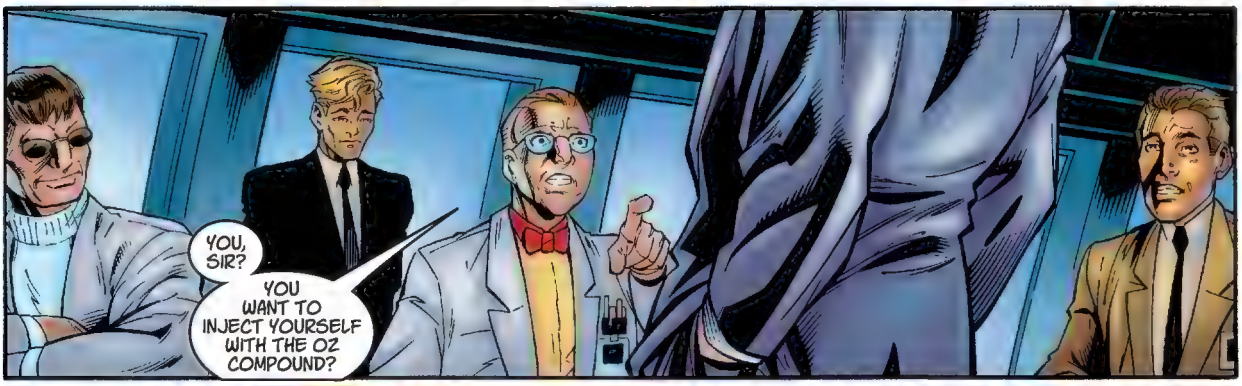
"BUT WE NOW BELIEVE THAT IT WAS THE MIXTURE OF SPIDER VENOM WITH THE OZ THAT CREATED THE ADVERSE EFFECTS TO THE BOY'S SYSTEM.


"BUT EVEN WITH THE UNTESTED MIXTURE OF TOXINS AND GENEALOGY --
"-- THE OZ WAS ABLE TO DOMINATE THE STRUCTURAL COMPOUNDS AND THE RESULTS TO THE BOY'S SYSTEM WERE NOTHING SHORT OF REVOLUTIONARY.

"IT WAS AN ACCIDENT, YES, BUT WE HAVE OUR FIRST HUMAN TEST SUBJECT --
"-- AND WHAT HE HAS SHOWN US IS THAT OUR TIME IS NOW.

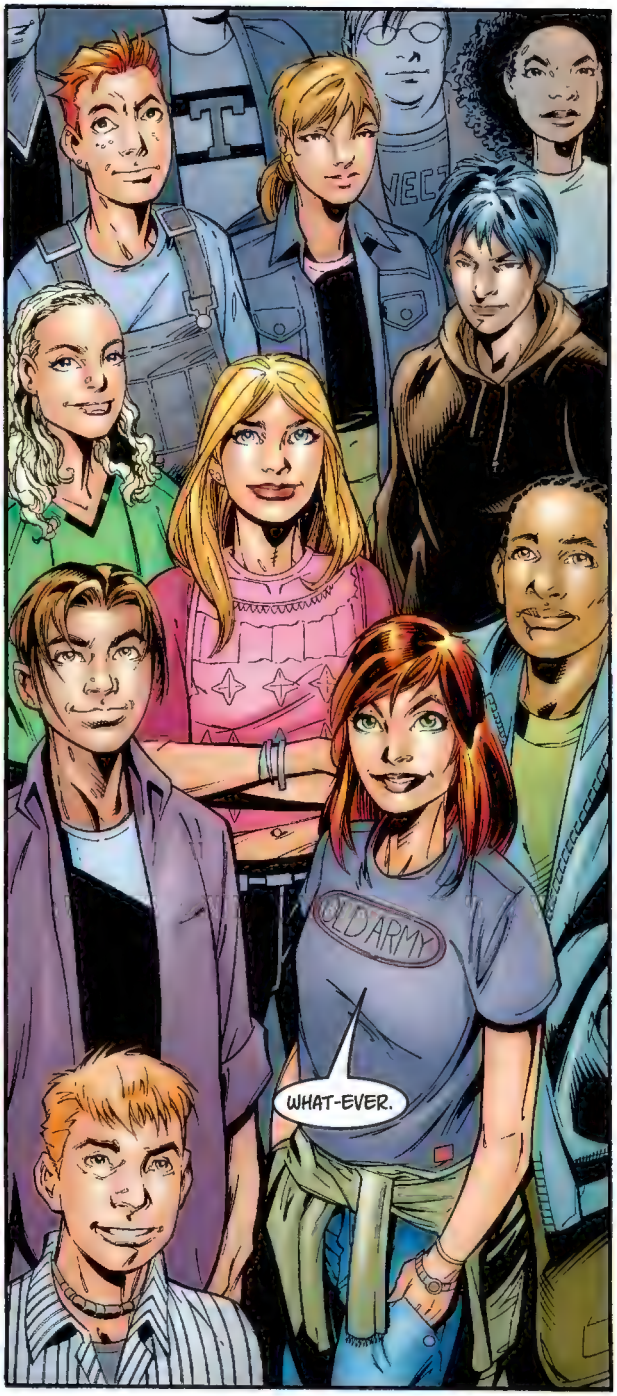
"TURN IT OFF, PLEASE."

WE MAY VERY WELL HOLD IN OUR HANDS THE KEY THAT UNLOCKS THE NEXT STEP OF HUMAN EVOLUTION.
AND BY WE, OF COURSE, I MEAN ME.
I WOULD LIKE TO RECREATE THE PARKER OZ ACCIDENT UNDER MORE SCIENTIFIC ENVIRONMENTS.
PLEASE -- CONSIDER THIS?
IF THE SPIDER VENOM GAVE PARKER THE ENHANCED STRENGTHS OF A SPIDER --
-- THEN TREATING THE OZ WITH MY OWN DNA AND INJECTING IT MAINLINE -- WILL WHAT?
IT WILL GIVE ME THE ENHANCED STRENGTHS...
...OF ME.


YOU, SIR?
YOU WANT TO INJECT YOURSELF WITH THE OZ COMPOUND?

GLAD WE UNDERSTAND EACH OTHER.
LET'S CRUNCH SOME NUMBERS AND GET THIS NEXT PHASE ROLLING ALONG.

MY NAME IS CRUSHER HOGAN.
AND I WILL CRUSH YOUR HEAD LIKE THE PIMPLE IT IS!

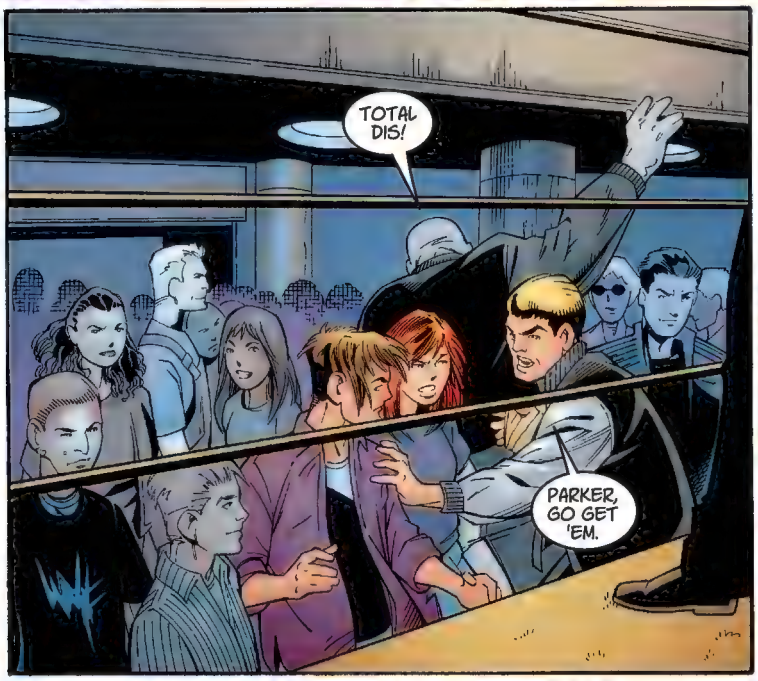

WHAT-EVER.

WANNABE

UCW
SPANKDOWN
Tuesdays at 8
THAT'S RIGHT!
WHO HERE IS WILLING TO TAKE ON THE INVINCIBLE CRUSHER?!
WHO HERE HAS WHAT IT TAKES?
IF YOU DO -- IF YOU THINK YOU CAN TAKE THE CRUSHER DOWN -- WE HAVE FIVE HUNDRED DOLLARS CASH MONEY AMERICAN FOR YOU!
FIVE HUNDRED DOLLARS FOR THE MAN WHO CAN TAKE OUR CRUSHER DOWN!
OH MY.
I GOTTA GET ME THAT BANK, BRO.
DO IT, DUDE.
SHOW 'EM HOW IT'S DONE, KONG!

YO, I WANT IN! RIGHT HERE!

NO WAY, YOUNGSTER. 21 AND UP. SORRY.
NO WAY.
INSURANCE PURPOSES.
OH MY! TOTAL RIP!
GET A DRIVER'S LICENSE AND WE'LL TALK.


TOTAL DIS!
PARKER, GO GET 'EM.

YOU KNOW WHAT, FLASH?
HOW ABOUT YOU HOP IN THE RING?
AND THEN WHEN YOU LOSE -- YOUR FAMILY CAN SUE HIS FAMILY.

OLD ARMY

WHOOOAAH! PARKER KNOCKS ONE OUT OF THE PARK!
THE STUDENT HAS BECOME THE MASTER, SENSEI THOMPSON.
SHUT UP, WEEBLE!
I GOTTA GET OUT OF HERE BEFORE I SLIP AND HURT MYSELF ON THE TESTOSTERONE.
OLD ARMY

PETER, ARE YOU IN THE HOUSE?
NO, I'M NOT.
DO YOU PLAN ON EATING DINNER THIS YEAR?
WHAT'S FOR DINNER?
MEAT LOAF.
PIZZA?
MEAT LOAF!
PIZZA?
MEAT LOAF!
PIZZA?
PIZZA.
I'LL BE DOWN IN TWO SECONDS.
PIZZA THAT LOOKS AND TASTES AN AWFUL LOT LIKE MEAT LOAF.

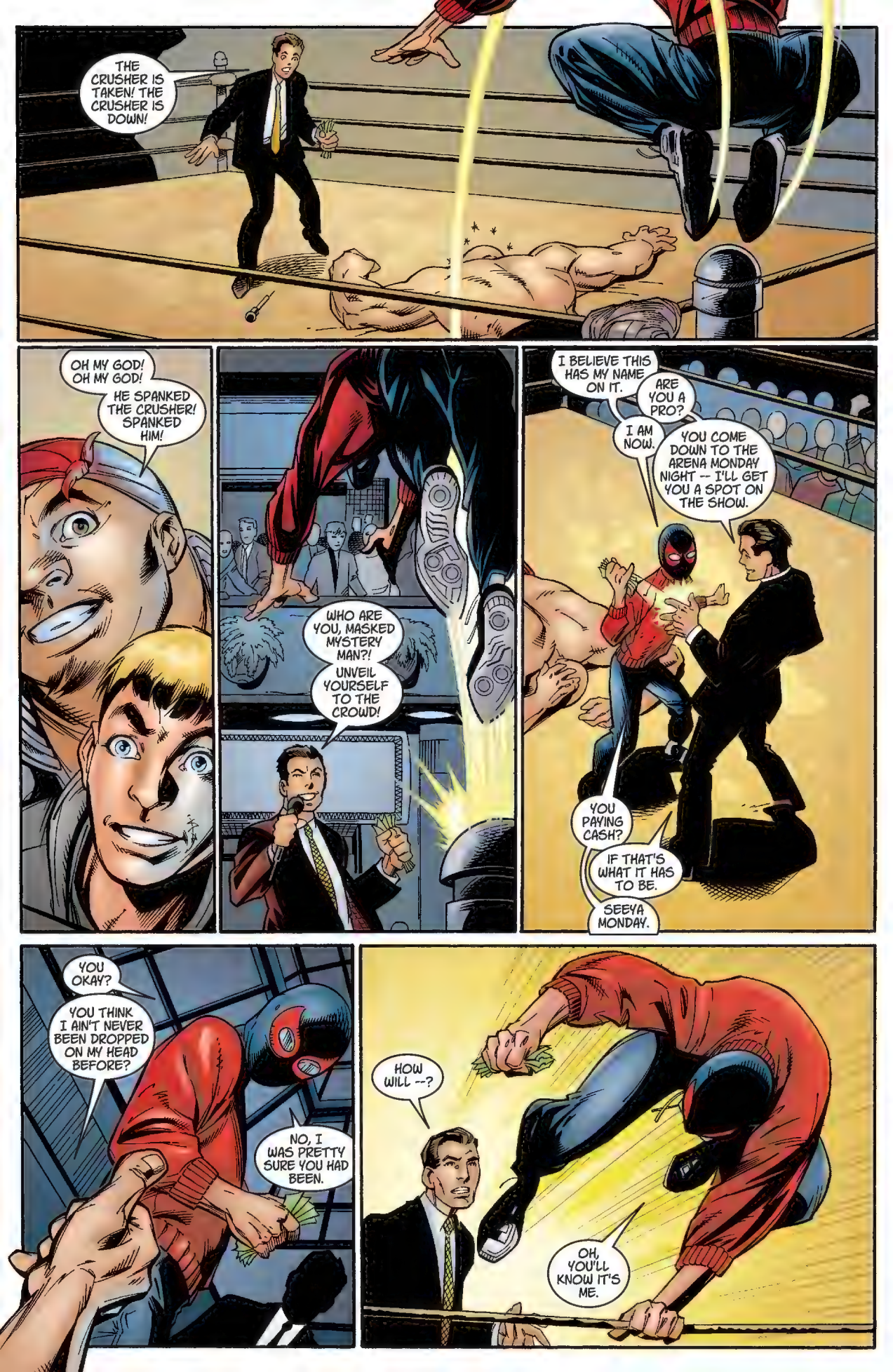
HEY, MEDICINE BALL, YA READY FOR ME?
YOU CAN'T JUST JUMP IN HERE LIKE THIS, MISTER!
HEY! I DON'T WANT THIS TO --
CRUSHER!
YOU CRAZY RUNT -- YOU'RE LOOKIN' TO GET HURT?
WHATEVER.
YOU'RE LIKE THE "BEFORE" PICTURE. I COULD BREAK YOU IN HALF.
$@#$, MAN, I SHOULDA THOUGHT OF THAT.

WHAT IS GOING ON HERE?! PUT THAT MAN DOWN!

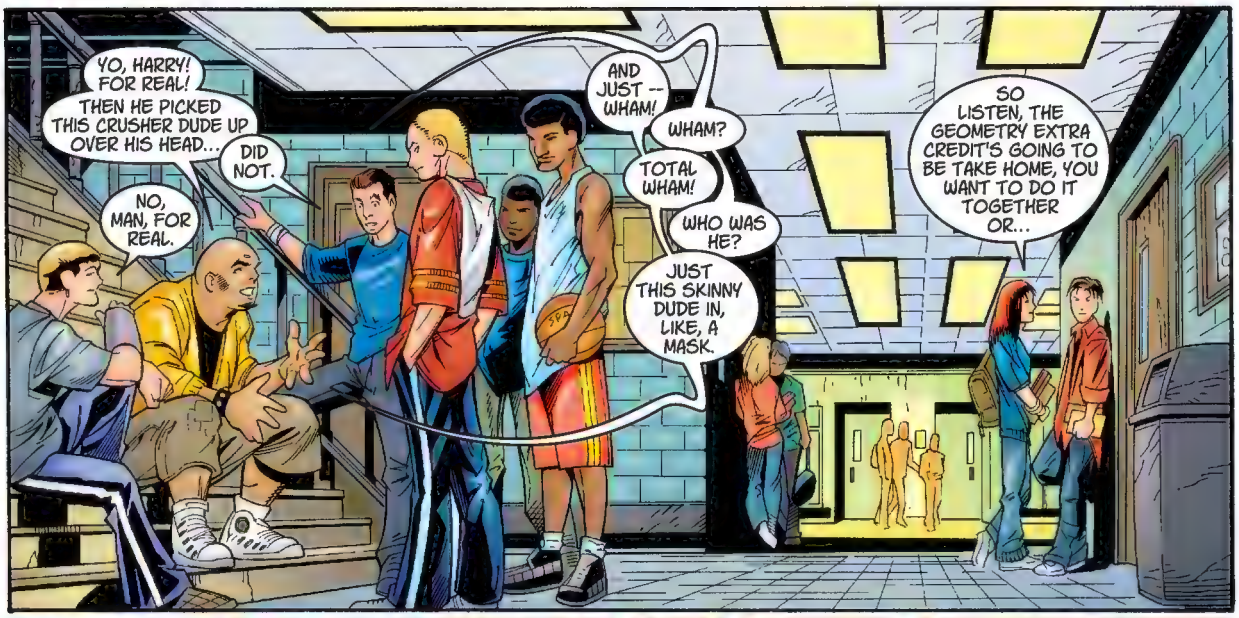
WHOA!

HEY! HEY!

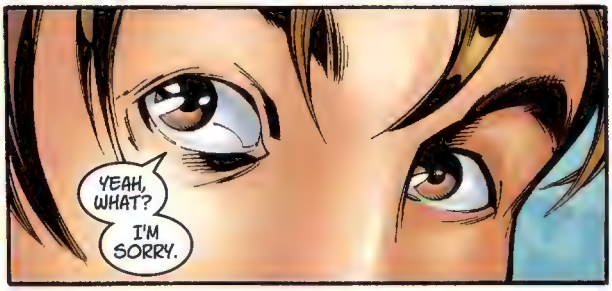
WHAM

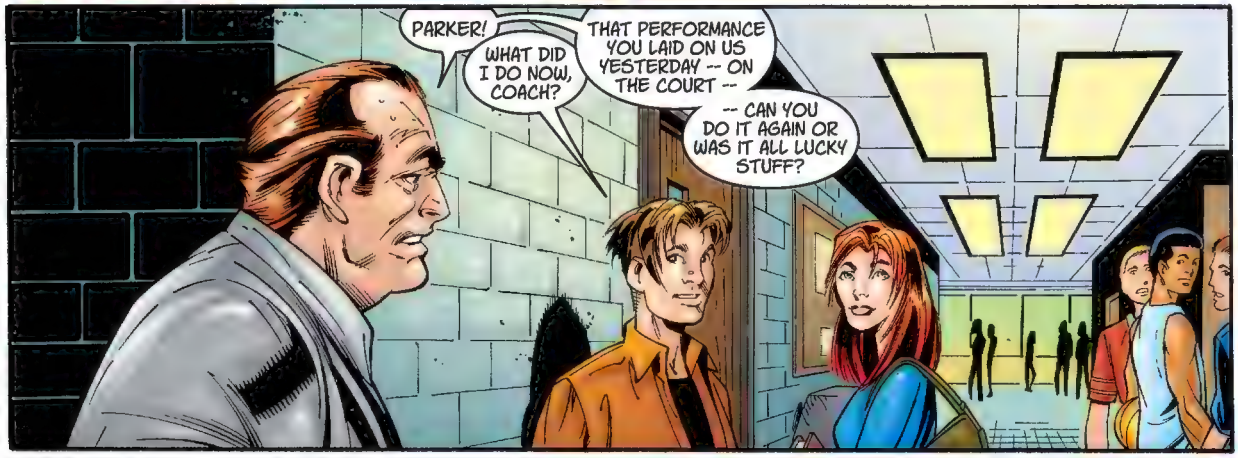

THE CRUSHER IS TAKEN! THE CRUSHER IS DOWN!
OH MY GOD! OH MY GOD!
HE SPANKED THE CRUSHER! SPANKED HIM!
WHO ARE YOU, MASKED MYSTERY MAN?!
UNVEIL YOURSELF TO THE CROWD!
I BELIEVE THIS HAS MY NAME ON IT.
ARE YOU A PRO?
I AM NOW.
YOU COME DOWN TO THE ARENA MONDAY NIGHT -- I'LL GET YOU A SPOT ON THE SHOW.
YOU PAYING CASH?
IF THAT'S WHAT IT HAS TO BE.
SEEYA MONDAY.
YOU OKAY?
YOU THINK I AIN'T NEVER BEEN DROPPED ON MY HEAD BEFORE?
NO, I WAS PRETTY SURE YOU HAD BEEN.
HOW WILL --?
OH, YOU'LL KNOW IT'S ME.

WHAT IS THAT?
"... SO THE SCHOOL FACULTY TOOK UP A COLLECTION ON BEHALF OF PETER. PETER IS A FANTASTIC STUDENT AND WE ALL FELT THAT THE INCIDENT WITH FLASH THOMPSON WAS UNFAIR.
"WE HAVE DECIDED TO REMAIN ANONYMOUS DUE TO SCHOOL POLITICS. WE HOPE YOU WILL HONOR OUR REQUEST IN THIS AREA.
"WE WILL HOPE TO HAVE MORE FOR YOU SOON AS MANY FACULTY HAVE PLEDGED A DONATION BUT HAVE NOT PAID YET.
"BEST WISHES."
WOW.
THIS IS THE NICEST THING I HAVE EVER HAD HAPPEN TO ME IN MY ENTIRE LIFE.
HE'S SUCH A SPECIAL BOY.


YO, HARRY! FOR REAL!
THEN HE PICKED THIS CRUSHER DUDE UP OVER HIS HEAD...
DID NOT.
NO, MAN, FOR REAL.
AND JUST -- WHAM!
WHAM?
TOTAL WHAM!
WHO WAS HE?
JUST THIS SKINNY DUDE IN, LIKE, A MASK.
SO LISTEN, THE GEOMETRY EXTRA CREDIT'S GOING TO BE TAKE HOME, YOU WANT TO DO IT TOGETHER OR...

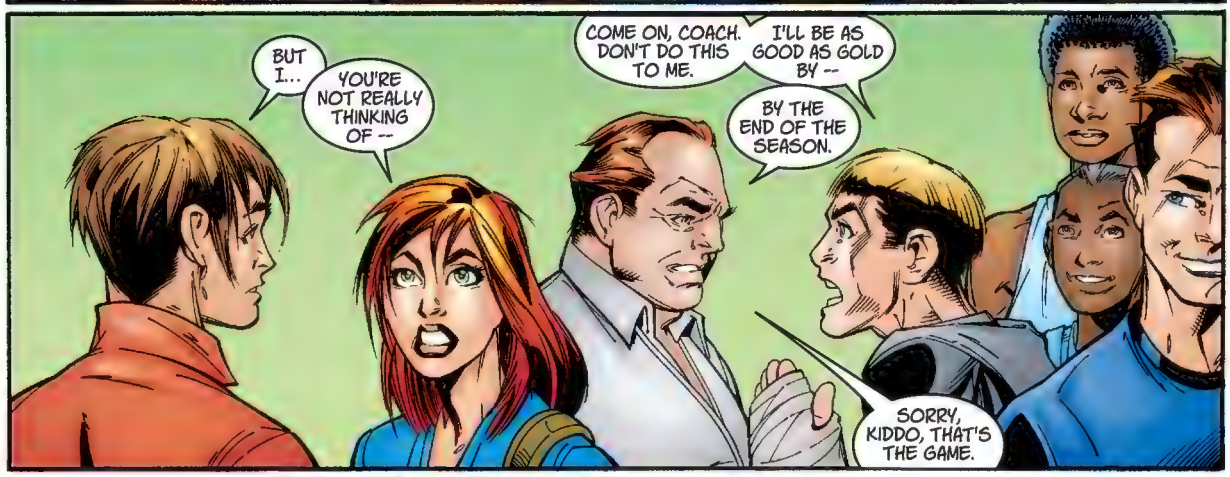
I WAS THINKING YOU COULD DO A DRAFT AND I COULD DO A DRAFT AND WE COULD...
HELLO?
PETER?
PETER!


YEAH, WHAT?
I'M SORRY.

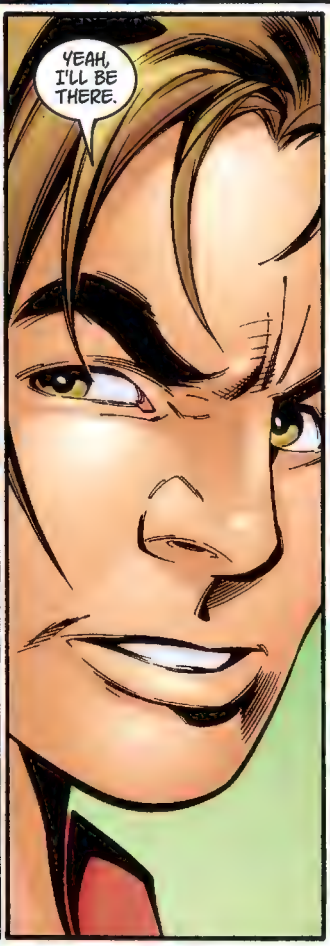

PARKER!
WHAT DID I DO NOW, COACH?
THAT PERFORMANCE YOU LAID ON US YESTERDAY -- ON THE COURT --
-- CAN YOU DO IT AGAIN OR WAS IT ALL LUCKY STUFF?

WHY?
WHY? WE'RE SHORT.
AND NOW IT LOOKS LIKE YOU'VE GOT THE GOODS AND'VE BEEN HOLDING OUT ON US.

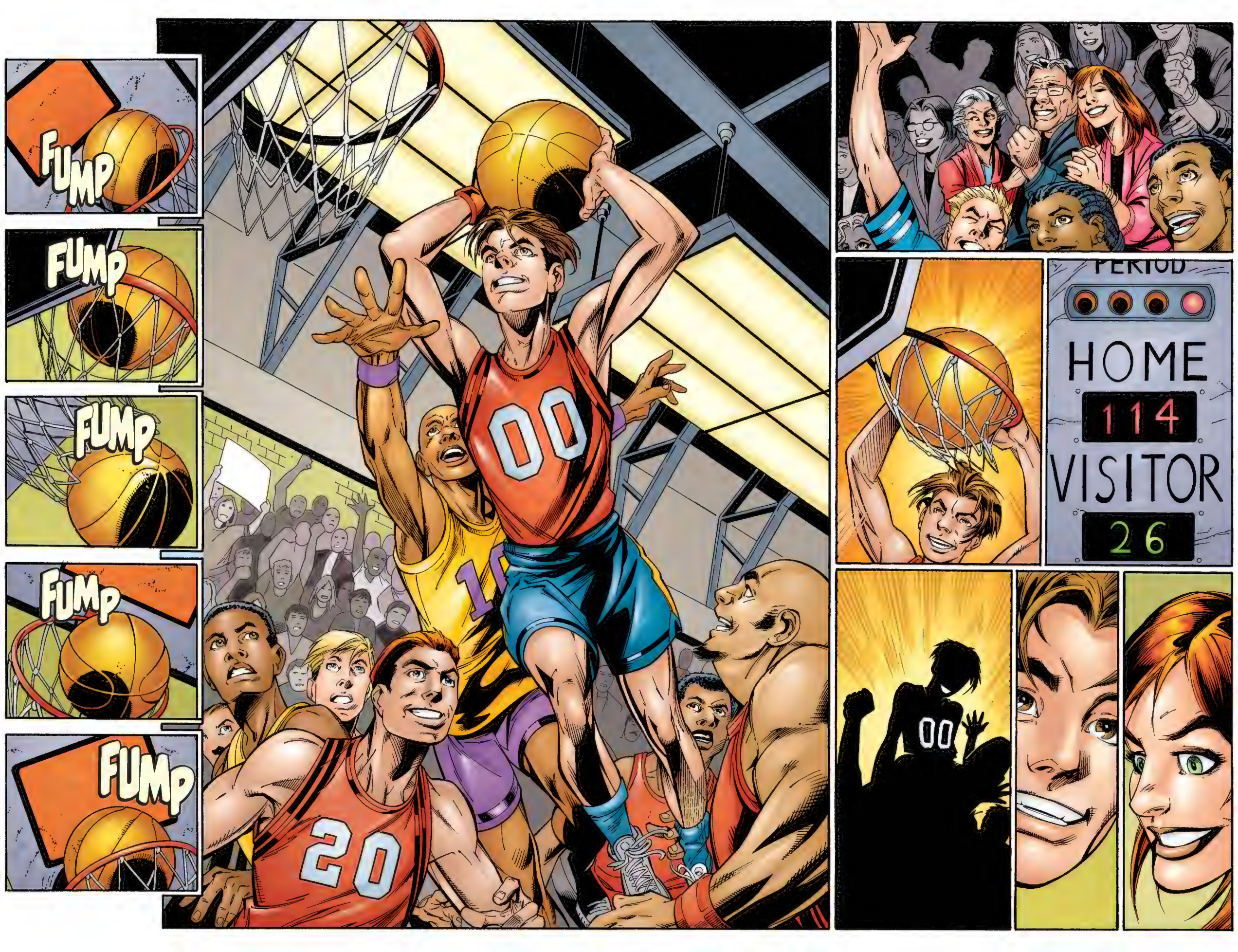
NO WAY!
OH, I DON'T KNOW.
SHOW UP TO PRACTICE AFTER SCHOOL AND LET'S SEE WHAT YA GOT.


BUT I...
YOU'RE NOT REALLY THINKING OF --
COME ON, COACH. DON'T DO THIS TO ME.
I'LL BE AS GOOD AS GOLD BY --
BY THE END OF THE SEASON.
SORRY, KIDDO, THAT'S THE GAME.

BUT PARKER?!
COME ON!


YEAH, I'LL BE THERE.

MAAAAYYNN!


FUMP
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HOME
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VISITOR
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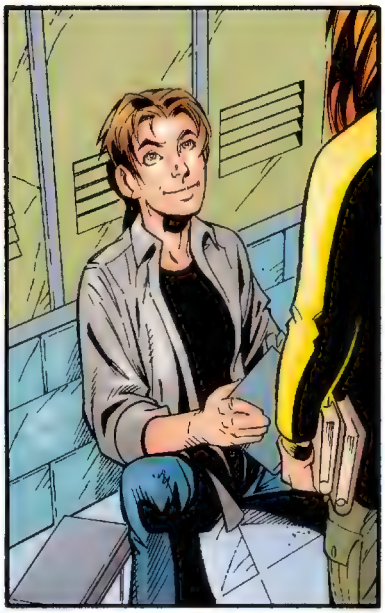
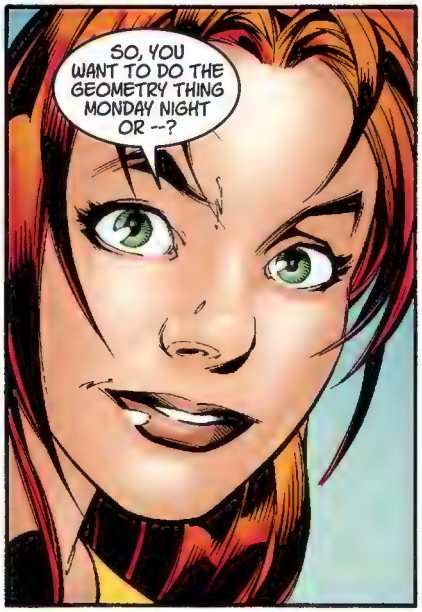
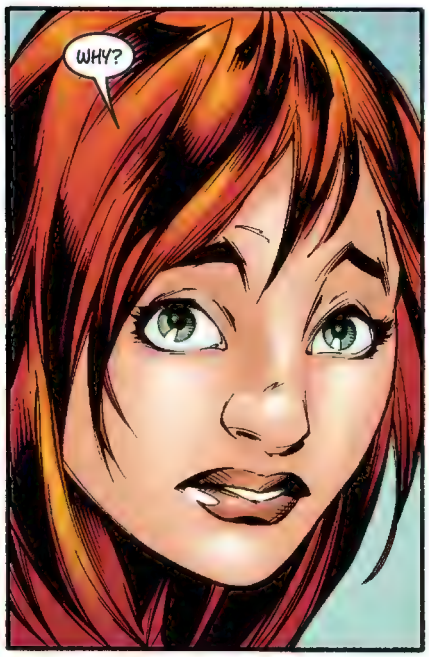



SO, YOU WANT TO DO THE GEOMETRY THING MONDAY NIGHT OR --?

YOU WANT TO DO IT WITH ME?

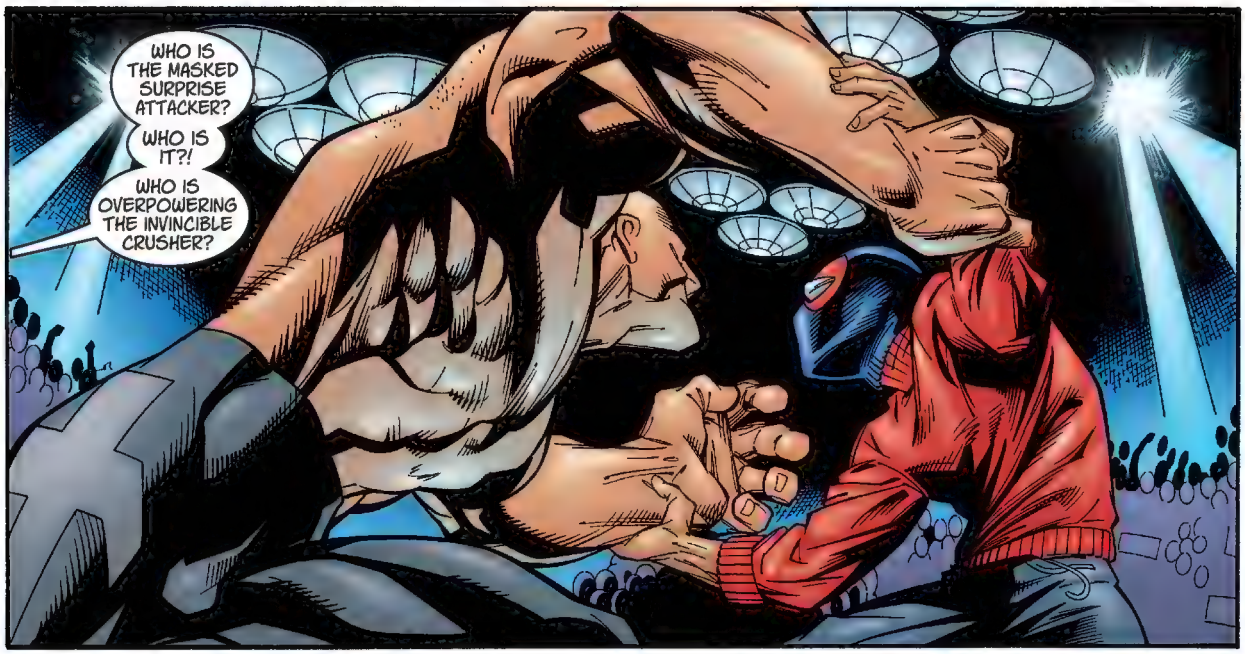
WELL, DUH.
I ONLY TRIED TO ASK YOU LIKE A BILLION TIMES AND --

OH, CRAP!
MONDAY -- NO -- NO I CAN'T.


WHY?

I GOT A THING.
YOU HAVE A THING?
I GOT A THING.
WHAT? LIKE A BASKETBALL THING?
NO, I...

NEVER MIND. JUST -- NEVER MIND.
MARY, I --
IT'S BIG.


WHO IS THE MASKED SURPRISE ATTACKER?
WHO IS IT?!
WHO IS OVERPOWERING THE INVINCIBLE CRUSHER?

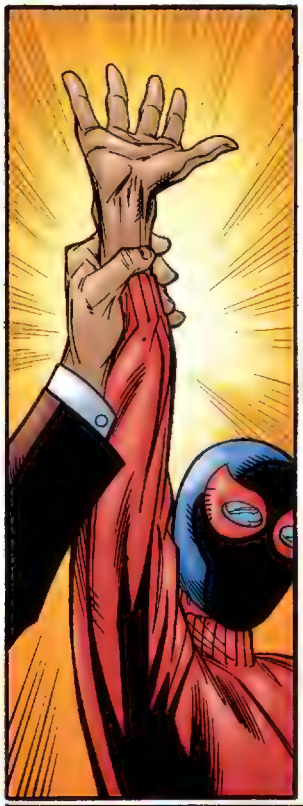
THEY SAID IT CAN'T BE DONE!
THEY SAID IT NEVER WOULD BE DONE!
I ♥ STING
WOLF PACK
WCW

THIS WASN'T IN THE SCRIPT!
THIS ISN'T WHAT I SIGNED ON FOR.
OH, QUIT YOUR WHINING!

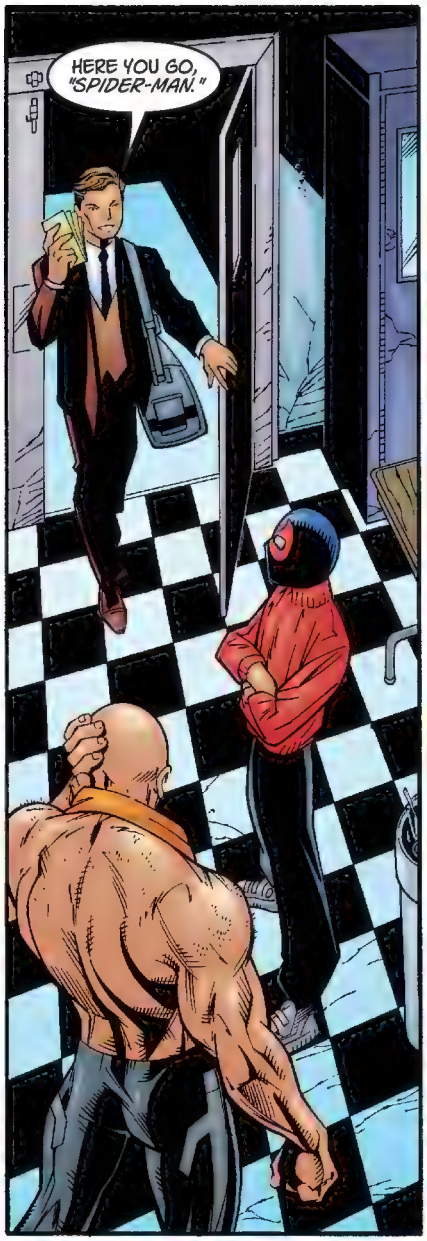
WHAM
OH MY! OH MY!
THE CRUSHER IS DEFEATED! THE CRUSHER IS DEFEATED!

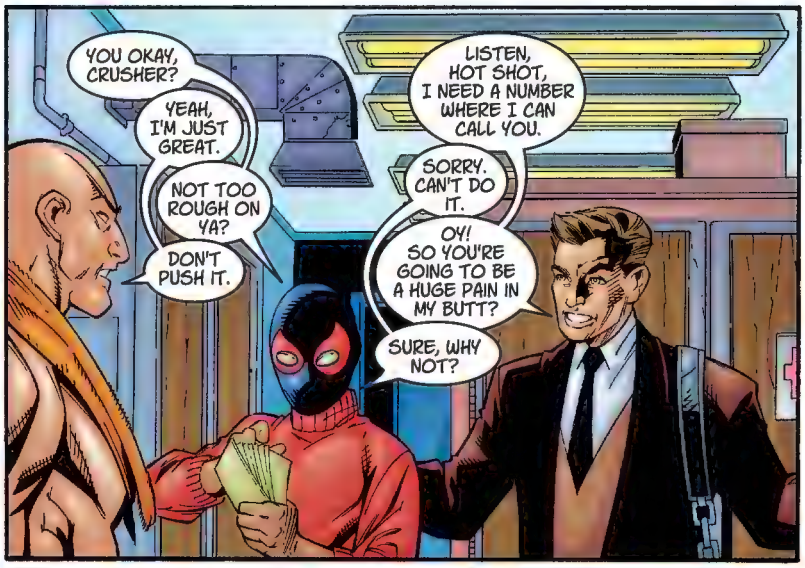
AND THE REFEREE CALLS THE FIGHT FINISHED!
WE HAVE A NEW UCW CHAMPION!

WHAT'S YOUR NAME?
I TOLD YOU, I DON'T --
WE NEED A NAME -- A STAGE NAME...
OH! UH -- UH -- THE SPIDER. IS THAT --?



THE AMAZING SPIDER-MAN!
NO! I --
LADIES AND GENTLEMEN, THE SPECTACULAR SPIDER-MAN!


HERE YOU GO, "SPIDER-MAN."

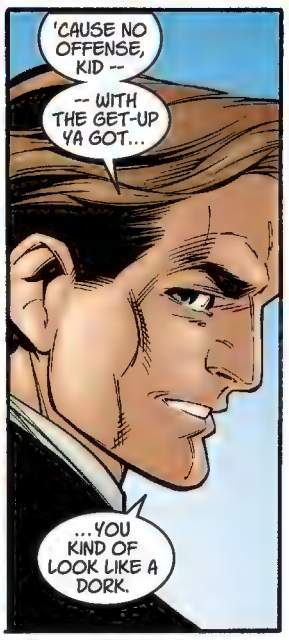

YOU OKAY, CRUSHER?
YEAH, I'M JUST GREAT.
NOT TOO ROUGH ON YA?
DON'T PUSH IT.
LISTEN, HOT SHOT, I NEED A NUMBER WHERE I CAN CALL YOU.
SORRY. CAN'T DO IT.
OY! SO YOU'RE GOING TO BE A HUGE PAIN IN MY BUTT?
SURE, WHY NOT?

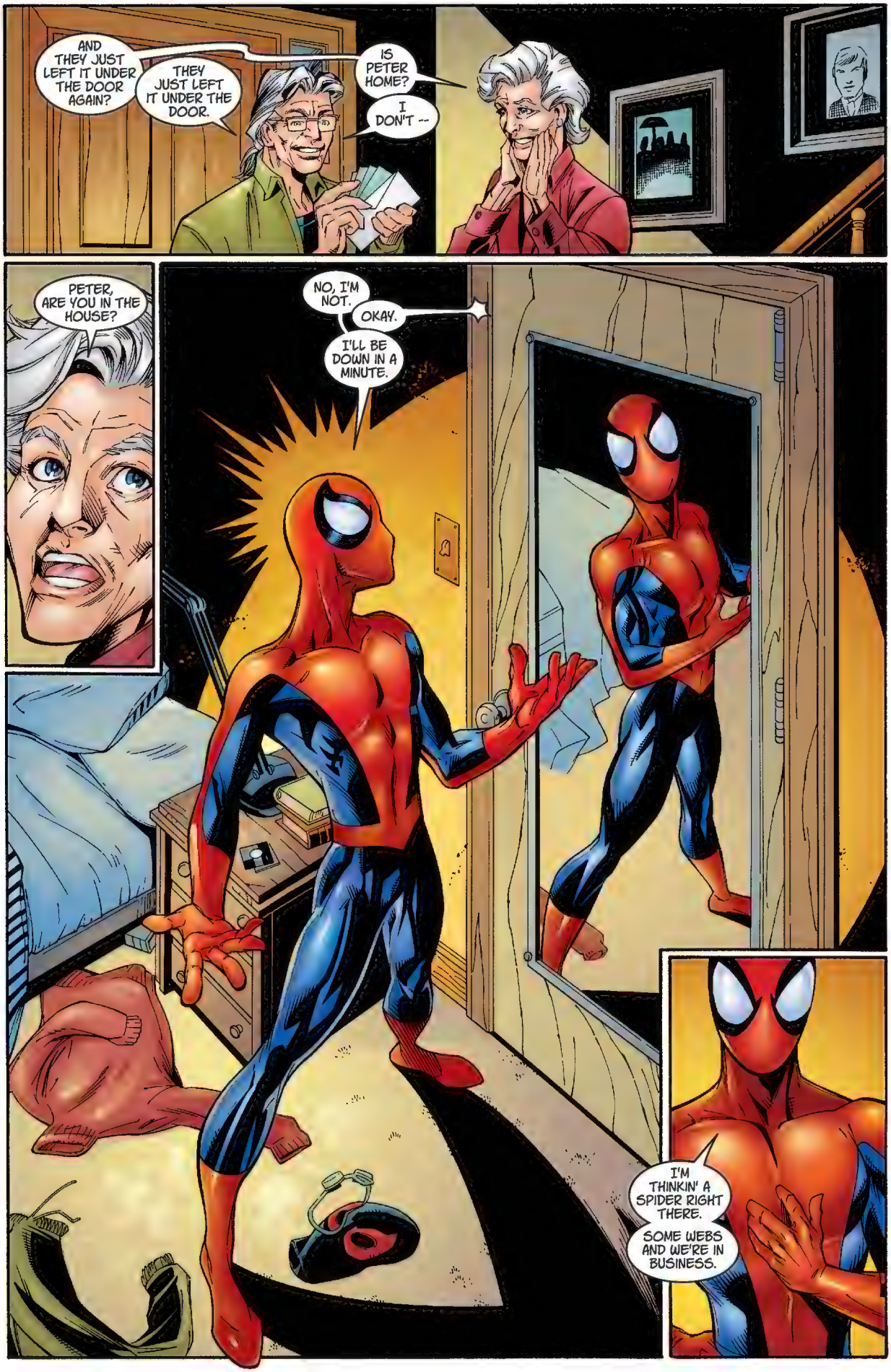
LISTEN, THIS ANONYMOUS STUFF IS FOR THE BIRDS, MY FRIEND.
WAY IT'S GOTTA BE.
IF IT GETS BACK TO ME THAT YOU'RE GETTING PAID UNDER THE TABLE FROM ME --

YOU GONNA FIRE ME?
DON'T WORRY ABOUT IT.

ALL RIGHT, SMART GUY.
TRY TO FIND YOUR WAY BACK HERE FRIDAY NIGHT.
BUT NEXT TIME, WEAR THIS.
I HAD IT MADE FOR YOU SPECIAL.

WHY?


'CAUSE NO OFFENSE, KID --
-- WITH THE GET-UP YA GOT...
...YOU KIND OF LOOK LIKE A DORK.

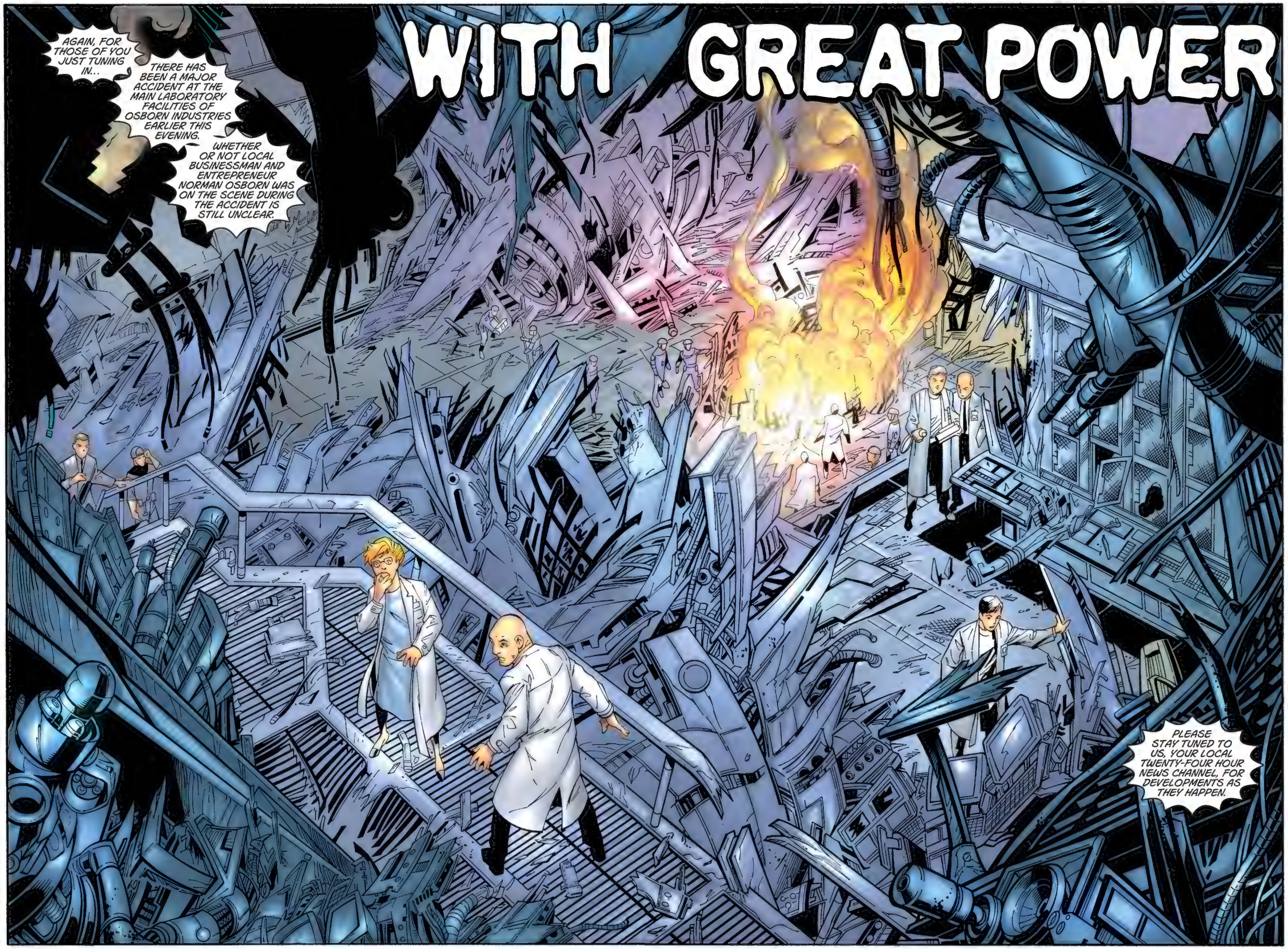

AND THEY JUST LEFT IT UNDER THE DOOR AGAIN?
THEY JUST LEFT IT UNDER THE DOOR.
IS PETER HOME?
I DON'T --
PETER, ARE YOU IN THE HOUSE?
NO, I'M NOT.
OKAY.
I'LL BE DOWN IN A MINUTE.
I'M THINKIN' A SPIDER RIGHT THERE.
SOME WEBS AND WE'RE IN BUSINESS.

HEY, WHAT'S GOING ON?
HARRY. THIS ISN'T --
DO YOU PEOPLE KNOW THE MEANING OF THE WORDS: CLAMP DOWN?
THE LAB IS OFF LIMITS TO UNAUTHORIZED PERSONNEL!
AND THAT INCLUDES HIM FOR GOD'S SAKE!
BUT WHAT'S GOING ON?
WHY ARE YOU --?
WILL YOU PLEASE REMOVE HIM FROM THE PREMISES?
WHAT'S GOING ON?
HARRY, NOW IS REALLY NOT THE TIME.
WE ARE GOOD TO GO, SIR?
EVERYTHING CHECKED AND DOUBLE CHECKED?
WE ARE GOOD TO GO.
LET'S DO IT.

NNYAAGGHH!

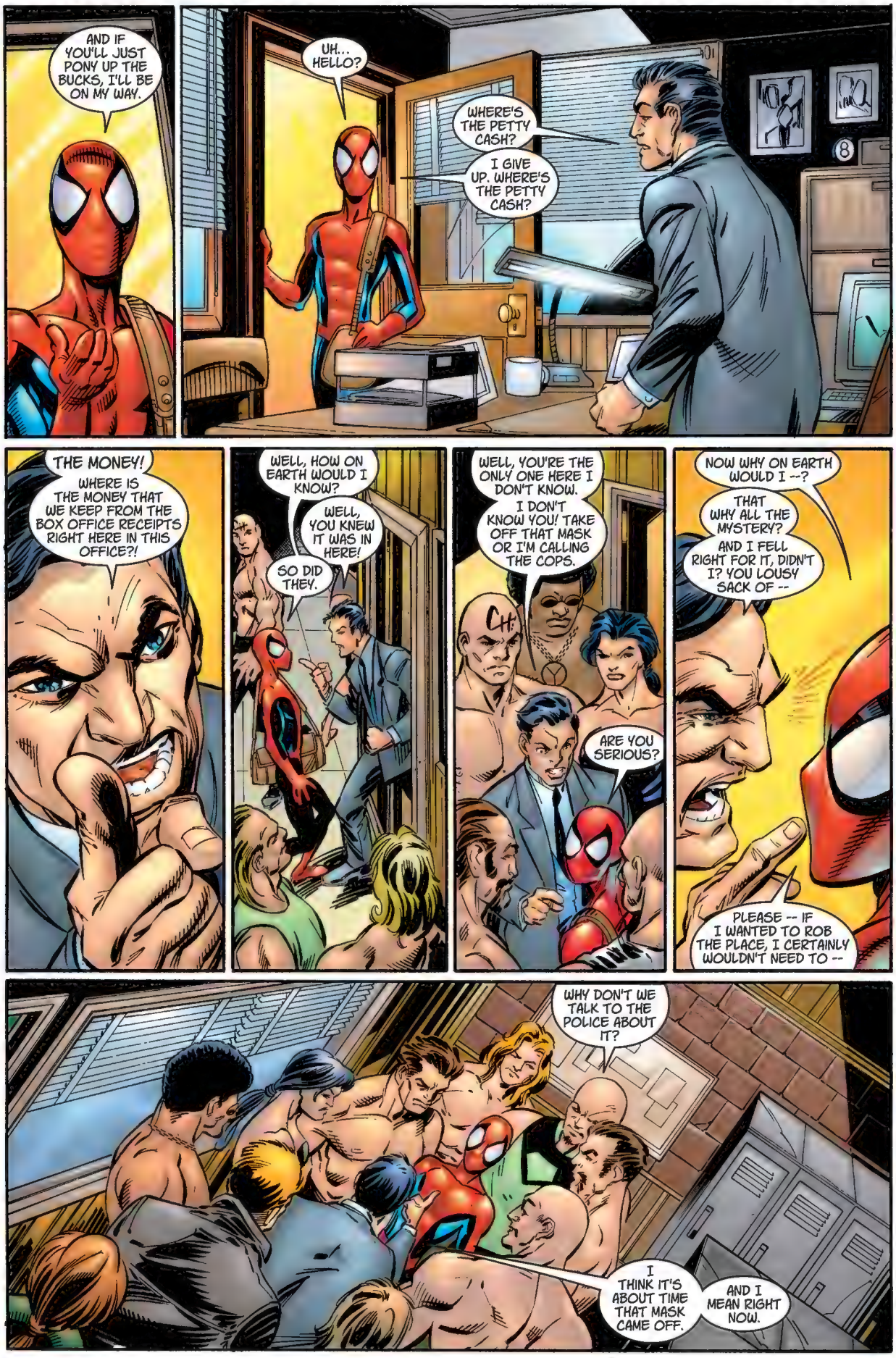
4

FOR THOSE OF YOU JUST TUNING IN...
THERE HAS BEEN A MAJOR ACCIDENT AT THE MAIN LABORATORY FACILITIES OF OSBORN INDUSTRIES EARLIER THIS EVENING.
DETAILS ARE STILL SKETCHY, BUT WE HAVE CONFIRMATION THAT THERE ARE FATALITIES INVOLVED.
OSBORN INDUSTRIES HAS WIDELY BEEN CONSIDERED A WORLD LEADER IN SCIENTIFIC AND MEDICAL BREAKTHROUGHS OVER THE LAST DECADE --
-- EMPLOYING MANY OF THE GREATEST SCIENTIFIC MINDS OF OUR GENERATION.
A COMPANY STILL RUN BY COMPANY FOUNDER AND LOCAL NEW YORKER NORMAN OSBORN.
UUGGHH...
THERE HAS BEEN MUCH SPECULATION IN THE MEDICAL COMMUNITY ABOUT THE COMPANY'S FUTURE.
SOURCES TELL US THAT THERE HAS BEEN INDUSTRY TALK OF SOME REVOLUTIONARY NEW PRODUCT BEING DEVELOPED BY OSBORN.
WHETHER OR NOT WHAT HAS HAPPENED TONIGHT HAS ANYTHING TO DO WITH SUCH A PRODUCT IS UNCLEAR.
AUTHORITIES ARE ASKING RESIDENTS AND TRAVELERS TO STAY CLEAR OF THE AREA OF OSBORN INDUSTRIES UNTIL SUCH TIME AS THE SAFETY OF THE AREA CAN BE DECLARED SECURE.
DAD...


WITH GREAT POWER
AGAIN, FOR THOSE OF YOU JUST TUNING IN..
THERE HAS BEEN A MAJOR ACCIDENT AT THE MAIN LABORATORY FACILITIES OF OSBORN INDUSTRIES EARLIER THIS EVENING.
WHETHER OR NOT LOCAL BUSINESSMAN AND ENTREPRENEUR NORMAN OSBORN WAS ON THE SCENE DURING THE ACCIDENT IS STILL UNCLEAR.
PLEASE STAY TUNED TO US, YOUR LOCAL TWENTY-FOUR HOUR NEWS CHANNEL, FOR DEVELOPMENTS AS THEY HAPPEN.

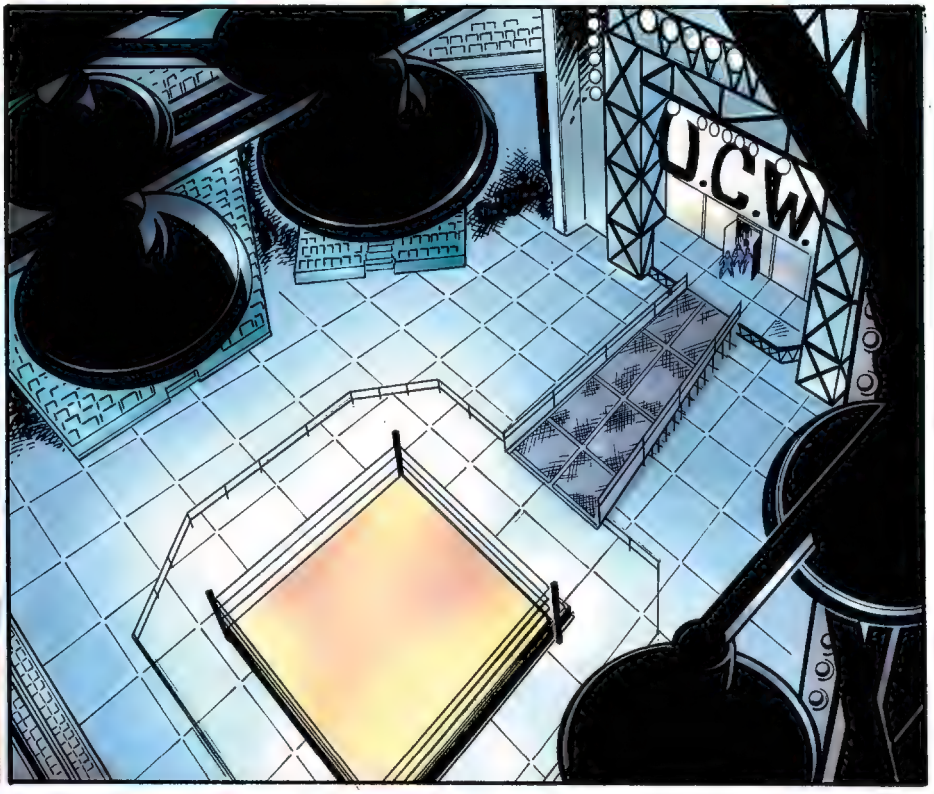
BE GENTLE... BE GENTLE...
SUCH A BABY, GOD!
DO IT!
DO IT!
CAN YOU SME
SLIM SHADEY

IT'S UNBELIEVABLE!
IT IS UNBELIEVABLE, LADIES AND GENTLEMEN!
HU-HOOO!
HE DID IT AGAIN!
THE AMAZING SPIDER-MAN!
THE AMAZING SPIDER-MAN!
ALL RIGHT, ALL RIGHT, DON'T HURT YOURSELF...


AND IF YOU'LL JUST PONY UP THE BUCKS, I'LL BE ON MY WAY.
UH... HELLO?
WHERE'S THE PETTY CASH?
I GIVE UP. WHERE'S THE PETTY CASH?
THE MONEY!
WHERE IS THE MONEY THAT WE KEEP FROM THE BOX OFFICE RECEIPTS RIGHT HERE IN THIS OFFICE?!
WELL, HOW ON EARTH WOULD I KNOW?
WELL, YOU KNEW IT WAS IN HERE!
SO DID THEY.
WELL, YOU'RE THE ONLY ONE HERE I DON'T KNOW.
I DON'T KNOW YOU! TAKE OFF THAT MASK OR I'M CALLING THE COPS.
ARE YOU SERIOUS?
NOW WHY ON EARTH WOULD I --?
THAT WHY ALL THE MYSTERY?
AND I FELL RIGHT FOR IT, DIDN'T I? YOU LOUSY SACK OF --
PLEASE -- IF I WANTED TO ROB THE PLACE, I CERTAINLY WOULDN'T NEED TO --
WHY DON'T WE TALK TO THE POLICE ABOUT IT?
I THINK IT'S ABOUT TIME THAT MASK CAME OFF.
AND I MEAN RIGHT NOW.

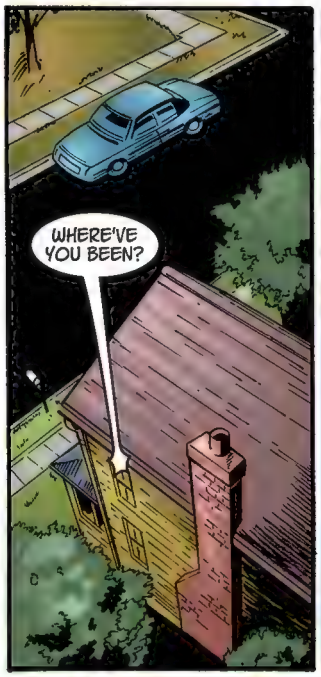
YOU GUYS ARE NUTS, YOU KNOW THAT?
REALLY IN NEED OF SOME KIND OF GROUP STEROID COUNSELING OR SOMETHING...

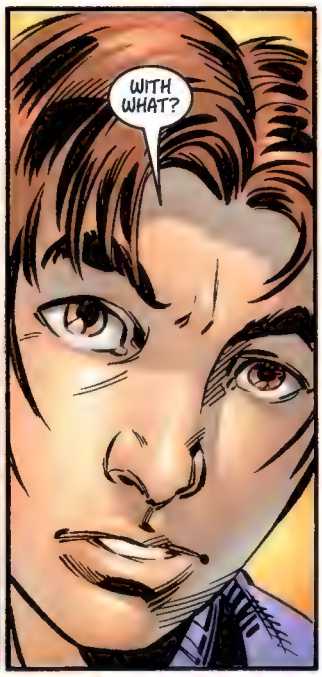
GET HIM!
"GET HIM"? WOW! YOU EVER THINK OF WRITING FOR THE THEATER?

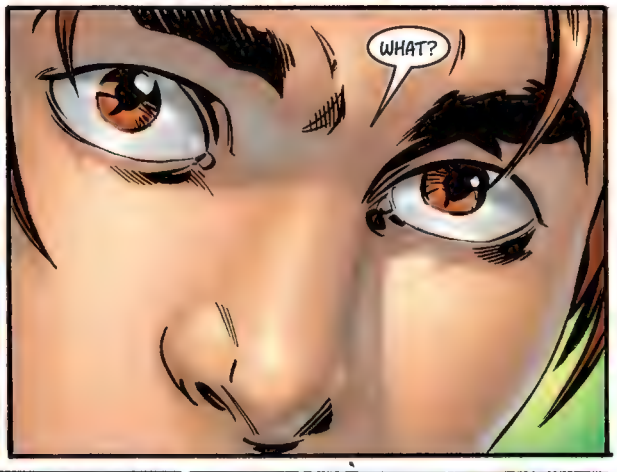
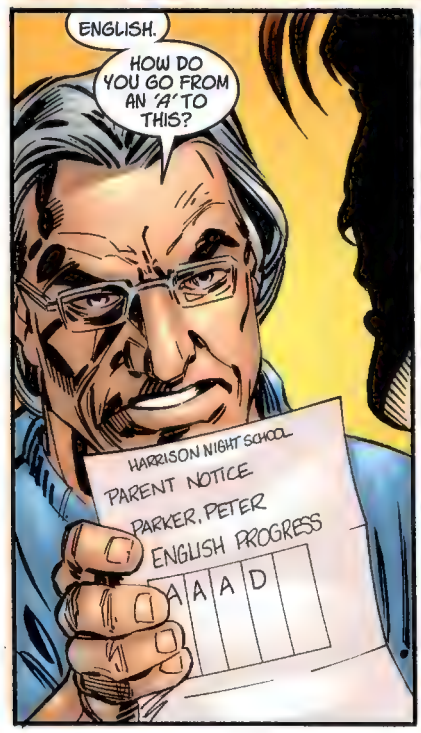
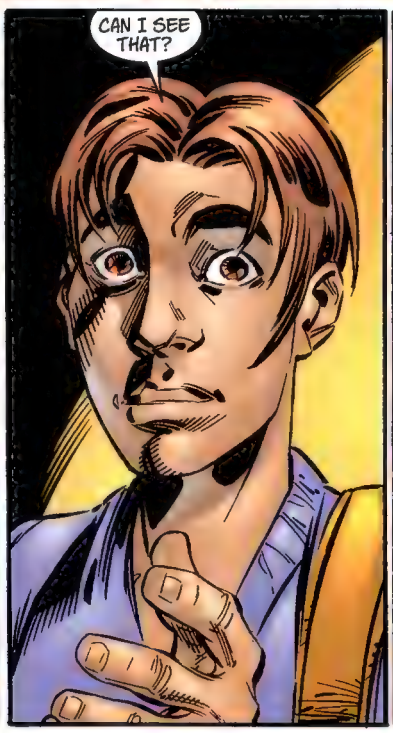

J.C.W.

WELL, THERE GOES MY WRESTLING CAREER.
BUNCH O' MANIACS.
I COULD'A MOPPED THE FLOOR WITH THE BUNCH OF THEM.
THEY'RE SO LUCKY I'VE GOT A HEART OF GOLD.
SURE, THERE'S THE TAINTED BLOOD OF A SPIDER RUNNING THROUGH IT, BUT IT'S STILL A HEART OF GOLD.
SO, I'LL GET A NORMAL JOB LIKE A NORMAL TEENAGER -- HELP CHIP IN FOR UNCLE BEN AND AUNT MAY.
WONDER IF THESE SPIDER-POWERS WILL BE AN ASSET CHANGING THE GREASE TRAPS AT THE CORNER WENDY'S.
NO, I GOTTA GET A JOB WITH COMPUTERS OR AT A LAB OR SOMETHING.
CAN'T BELIEVE THOSE GUYS WERE GOING TO RIP MY HEAD OFF LIKE THAT. I BET THAT MANAGER RIPPED THE PLACE OFF HIMSELF.
FIGURES HE CAN PIN IT ON ME LIKE THAT.
REALLY BURNS MY BUTT.
WHY ARE PEOPLE ALWAYS SO QUICK TO JUMP DOWN MY THROAT? I TELL YOU -- I AM SO SICK OF IT.
HELP! WE'VE BEEN ROBBED.
HE ROBBED THE DELI! MY DELI!
HE ROBBED US! SOMEBODY...
I MEAN, IS IT ME? OR IS IT THAT EVERYWHERE I GO SOMEONE'S GETTING IN MY FACE ABOUT SOMETHING?
OH!

HEY!
GET...
GET OUTTA MY WAY!
OUT!
SHALL WE DANCE?
JEEZ! CAN YOU BELIEVE THAT GUY?
"RESERVOIR DORK!"
WHAT?
WHAT WAS THAT?
WHAT WAS WHAT?
WHY DIDN'T YOU STOP HIM?
ALL YOU HAD TO DO WAS TRIP HIM.
STICK YOUR FOOT OUT AND HE'S KISSING PAVEMENT!
WHATEVER...
ALL YOU HAD TO DO...
YEAH, WELL, I'VE GOT MY OWN PROBLEMS, BIG GUY!
LITTLE SNOT.


WHERE'VE YOU BEEN?

PRACTICE.
WHAT'S GOING ON?

WITH WHAT?


WHAT?

ENGLISH.
HOW DO YOU GO FROM AN 'A' TO THIS?
HARRISON NIGHT SCHOOL
PARENT NOTICE
PARKER, PETER
ENGLISH PROGRESS
A A A D

CAN I SEE THAT?

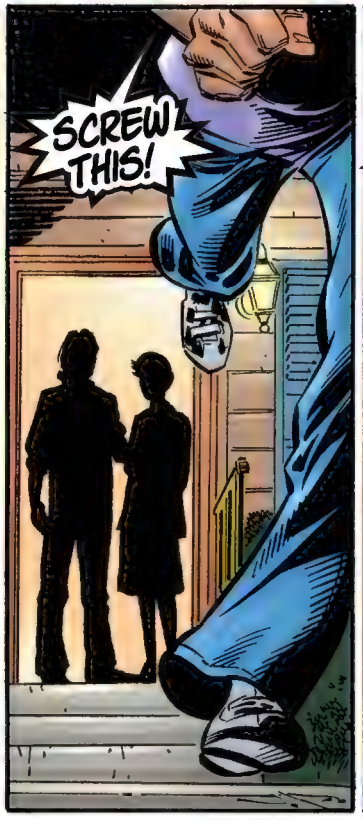
AM I TO ASSUME THAT YOUR OTHER GRADES HAVE SLIPPED DRAMATICALLY AS WELL?
I DON'T KNOW.
WHAT'S GOING ON, PETER? THIS IS SERIOUS.
I DON'T KNOW. I GUESS I HAVE -- I HAVE DIFFERENT PRIORITIES NOW.

"DIFFERENT PRIORITIES"?
YOUR GRADES WERE SUCH A POINT OF PRIDE FOR YOU, PETER. I DON'T UNDERSTAND.
YOU KNOW WHAT? MAYBE THIS BASKETBALL THING ISN'T SUCH A GOOD IDEA.

NO WAY!

PETER, IT'S GREAT THAT YOU'VE DISCOVERED SPORTS AND ALL --
-- BUT WE HAVE TO THINK SOMETHING IS REALLY WRONG WHEN WE GET A REPORT FROM YOUR SCHOOL LIKE THIS --
I CAN DO WHATEVER I WANT!
OH, REALLY?

I CAN'T BELIEVE THIS!
PETER, I THINK YOU SHOULD APOLOGIZE TO YOUR AUNT FOR THIS TONE OF YOURS.

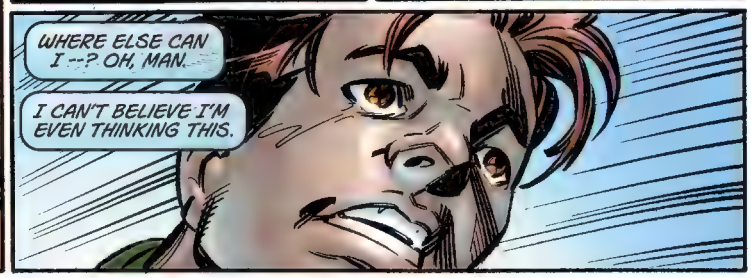

SCREW THIS!

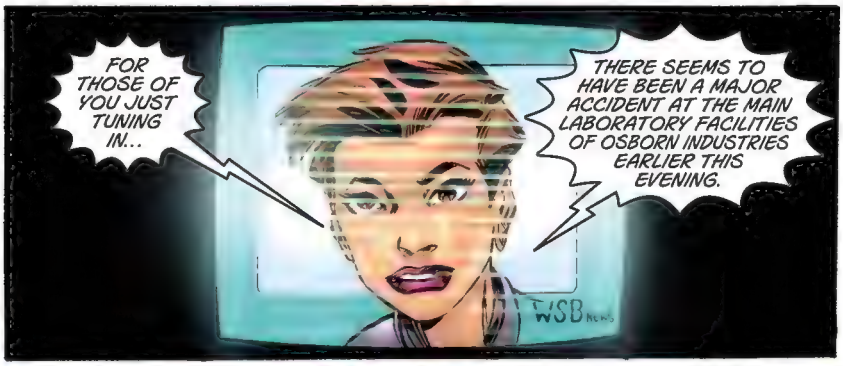
I HATE THIS.

WHY CAN'T I JUST TELL THEM?
JUST TELL THEM WHAT I CAN DO NOW. TELL THEM THAT I'M OKAY.
THAT I'M SO MUCH BETTER THAN OKAY.
IT'S LIKE SOMETHING IS HOLDING ME BACK -- LIKE I SHOULDN'T TELL THEM.

EVERYTHING IS SO DIFFERENT NOW AND I HAVEN'T EVEN HAD, LIKE, A SECOND TO FIGURE IT ALL OUT.
ONE MINUTE I'M PETER PARKER, KING OF THE DWEEBS, AND THEN ALL OF A SUDDEN I CAN DO THIS.
AND I DON'T EVEN KNOW WHAT THIS IS.
NOW I'M PLAYING BASKETBALL AND I DON'T EVEN LIKE IT. I'M WRESTLING AND I DON'T EVEN LIKE IT.

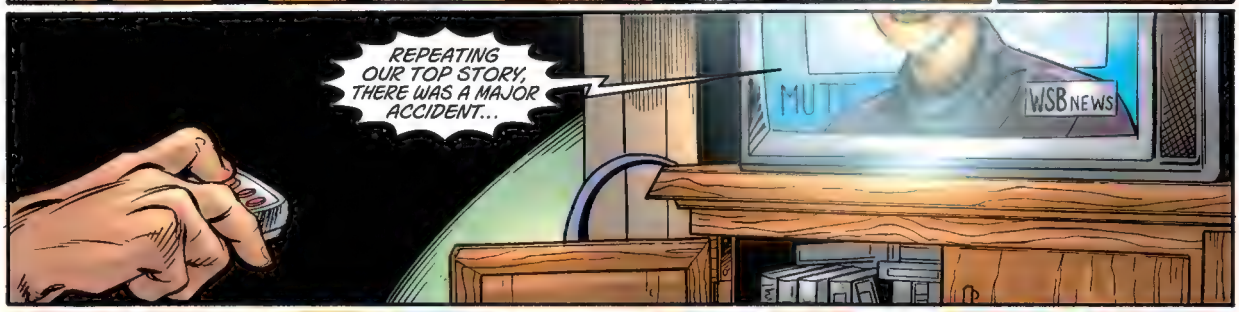
IT ISN'T ME. I DON'T CARE ABOUT ANY OF THIS STUFF. BUT WHAT DO I DO NOW? WHY HAS THIS HAPPENED TO ME?
MAYBE I SHOULD JUST BITE THE BULLET AND TALK TO HARRY'S CREEPY DAD. COME CLEAN WITH WHAT HAPPENED AT THE LAB WITH THE SPIDER AND WHATNOT.
IT WAS ALL A MISTAKE, HE CAN SEE THAT.
ONE THING'S FOR SURE, I'M NOT GOING BACK HOME TONIGHT.
BUT WHERE CAN I GO? IF I GO TO MARY JANE'S, THE WATSONS WILL CALL MY HOUSE. HARRY'S IN THE HILLS.

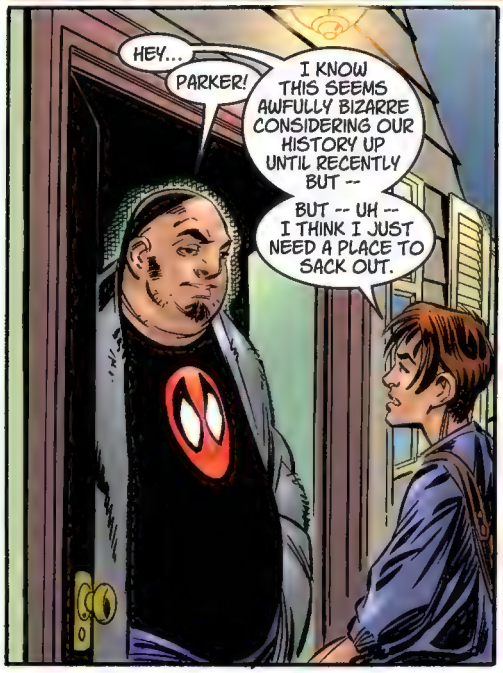

WHERE ELSE CAN I --? OH, MAN.
I CAN'T BELIEVE I'M EVEN THINKING THIS.


FOR THOSE OF YOU JUST TUNING IN...
THERE SEEMS TO HAVE BEEN A MAJOR ACCIDENT AT THE MAIN LABORATORY FACILITIES OF OSBORN INDUSTRIES EARLIER THIS EVENING.
WSB NEWS

ZZZZZZ... SNORT
DING DONG

PLEASE STAY TUNED TO US, YOUR LOCAL TWENTY-FOUR HOUR NEWS CHANNEL, FOR DEVELOPMENTS AS THEY HAPPEN.


REPEATING OUR TOP STORY, THERE WAS A MAJOR ACCIDENT...
WSB NEWS


HEY...
PARKER!
I KNOW THIS SEEMS AWFULLY BIZARRE CONSIDERING OUR HISTORY UP UNTIL RECENTLY BUT --
BUT -- UH -- I THINK I JUST NEED A PLACE TO SACK OUT.

YEAH, OKAY.
COME ON...
THE 'RENTS ARE GONE OUT OF TOWN FOR THE WEEK, SO NO BIGGIE...

WHERE'D YOU GET THAT?
AT THE ARENA.
WHOO, MAN!
HE'S ALL THE RAGE.

HE CRASHED HERE?
HE DID.
IN YOUR PAD?
RIGHT THERE ON THAT COUCH.
AND YOU LET HIM.
SURE.
PUNY PARKER?
WHAT ARE YOU -- SIX YEARS OLD?
YOU GUYS HEAR WHAT HAPPENED TO HARRY'S DAD?
WHERE'S BRAINY JANE TONIGHT?
DON'T CALL HER THAT.
AND I DON'T KNOW WHERE MARY IS, LIZ. I HAVEN'T REALLY TALKED TO HER TODAY.
AAAWW... I THOUGHT YOU GUYS WERE, LIKE, AN ITEM.
AN ITEM? I DON'T -- NOT EXACTLY.
THE LITTLE DUDE HAD A FIGHT WITH HIS FOLKS OR WHOEVER IT IS HE LIVES WITH AND ASKED TO CRASH.
AND YOU LET HIM?
SO WHAT? GUY'S ON THE TEAM. WE GOTTA LOOK OUT FOR EACH OTHER.
UNBELIEVABLE.
HATE TO BREAK IT TO YOU -- THAT GUY MIGHT HAVE GOTTEN US INTO THE STATE FINALS, SO...
OH, PLEASE!
DID YOU GUYS HEAR ABOUT HARRY?
SO YOU GUYS AREN'T DATING?
NO.
DO -- DO YOU LIKE GIRLS?
YEAH. UH -- WHAT?
HEY, YOU CAN NEVER BE TOO SURE, MR. PARKER.
MY MOM WAS DATING A GAY GUY FOR LIKE A YEAR, NEVER KNEW IT.
SOUNDS LIKE A FASCINATING WOMAN, BUT --
YEAH, WHERE WAS HARRY TODAY?
DUDE, I'M TELLING YOU. THE MAN'S DAD WAS BLOWN UP OR SUMPTHIN'.
WHAT?
WHAT I HEARD.
WOULDN'T THAT, LIKE, BE ON THE NEWS OR SOMETHIN'?
I CALLED HIM. HE WASN'T HOME.
LOOK AT THAT LIZ. SUCH A SLUT.
WHAT DO YOU THINK OF ME, PETER?
I THINK YOU'RE JUST A LITTLE DRUNK, LIZ.
LITTLE BIT.
THINK YOU SHOULD BE DRINKING?
LITTLE BIT.

CAN I HELP IT IF I THINK YOU'RE JUST A LITTLE CUTE THERE MR. PARKER.
LIZ...
MARY...
OH, MAN... MARY!
MARY. MARY...
LET ME...

LET'S GO...

UNCLE BEN, DON'T...
DUDE... BUSTED.

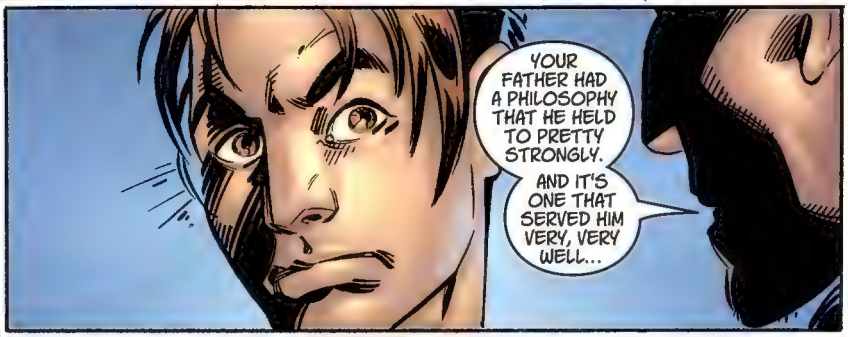
STOP IT, I CAN WALK MYSELF.
YOU'RE EMBARRASSING ME!

HOW CAN YOU DO THAT TO MAY? LEAVE AND STAY OUT ALL NIGHT.
YOU'RE FIFTEEN YEARS OLD, PETER.
AND WITH ALL THE TRAGEDY IN OUR FAMILY? TO LEAVE LIKE THAT.
REALLY, PETER, HOW CAN YOU DO THAT TO THE WOMAN?
I DON'T KNOW.

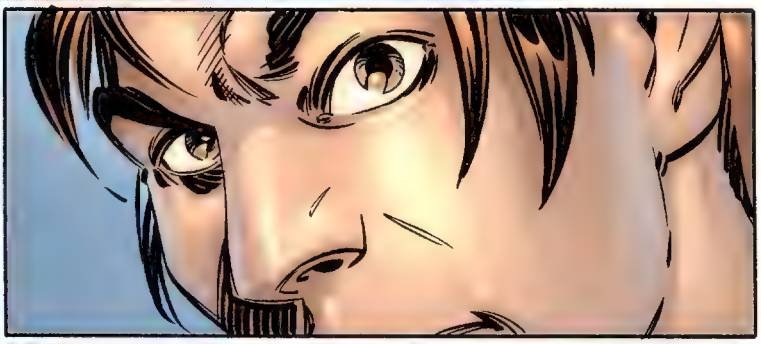
WHAT'S GOING ON WITH YOU LATELY?
SOMETHING'S GOING ON. THIS ISN'T YOU.

I DON'T KNOW.

OH, PETER.
YOU'RE SUCH -- REALLY, YOU'RE SUCH A GOOD KID.
SUCH A BRIGHT -- NO, MORE THAN BRIGHT. YOU'RE AS SMART AS THEY COME.
AND THIS -- THIS IS JUST STUPID.
YOU KNOW, YOUR FATHER, GOD REST HIS SOUL...


YOUR FATHER HAD A PHILOSOPHY THAT HE HELD TO PRETTY STRONGLY.
AND IT'S ONE THAT SERVED HIM VERY, VERY WELL...

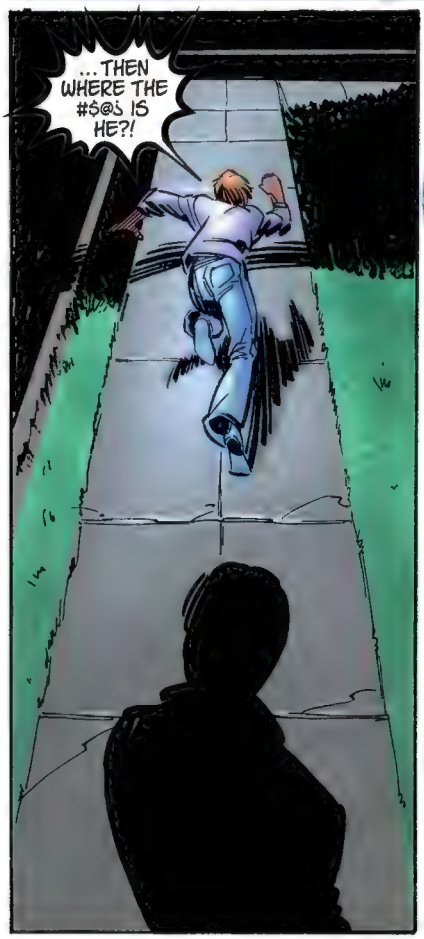
HE BELIEVED THAT IF THERE WERE THINGS IN THIS WORLD THAT YOU HAD TO OFFER, THINGS THAT YOU DID WELL -- BETTER THAN ANYONE ELSE...
...THINGS THAT YOU COULD DO THAT HELPED PEOPLE OR MADE PEOPLE FEEL BETTER ABOUT THEMSELVES...
...WELL, HE BELIEVED THAT IT WASN'T JUST A GOOD IDEA TO DO THOSE THINGS...
...HE BELIEVED IT WAS YOUR RESPONSIBILITY TO DO THOSE THINGS.



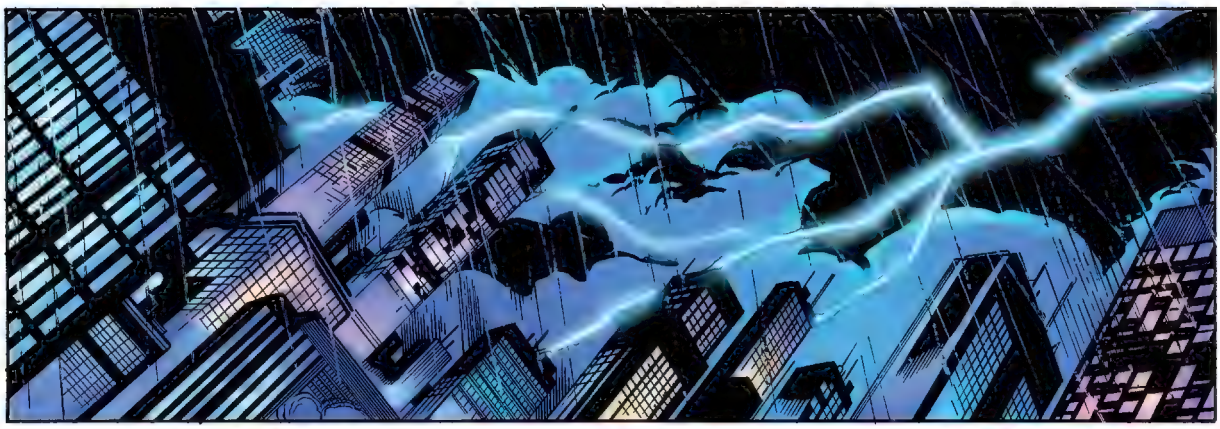
DON'T TRY TO BE SOMETHING ELSE. DON'T TRY TO BE LESS.
GREAT THINGS ARE GOING TO HAPPEN TO YOU AND YOUR LIFE, PETER. GREAT THINGS.
AND WITH THAT WILL COME GREAT RESPONSIBILITY. DO YOU UNDERSTAND?

GREAT RESPONSIBILITY.
MY FATHER.

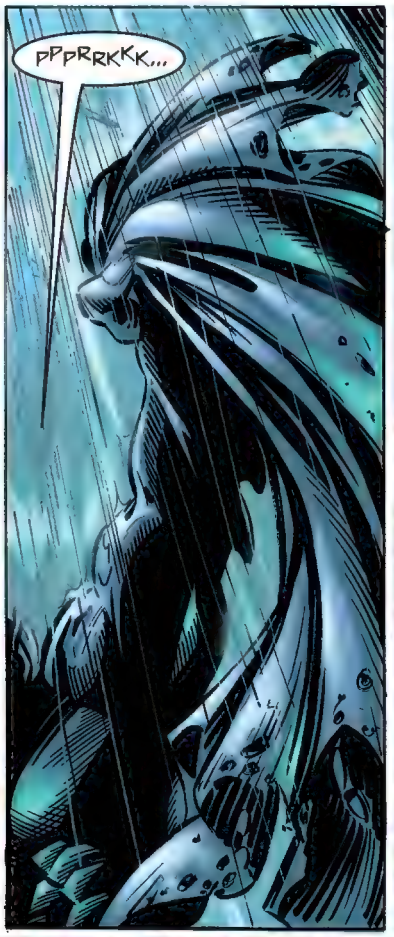
IF HE KNEW SO MUCH...

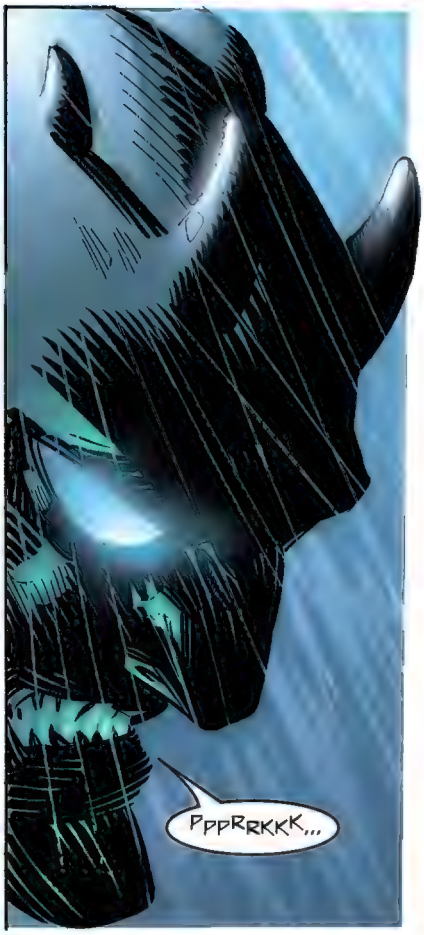

...THEN WHERE THE #$@$ IS HE?!

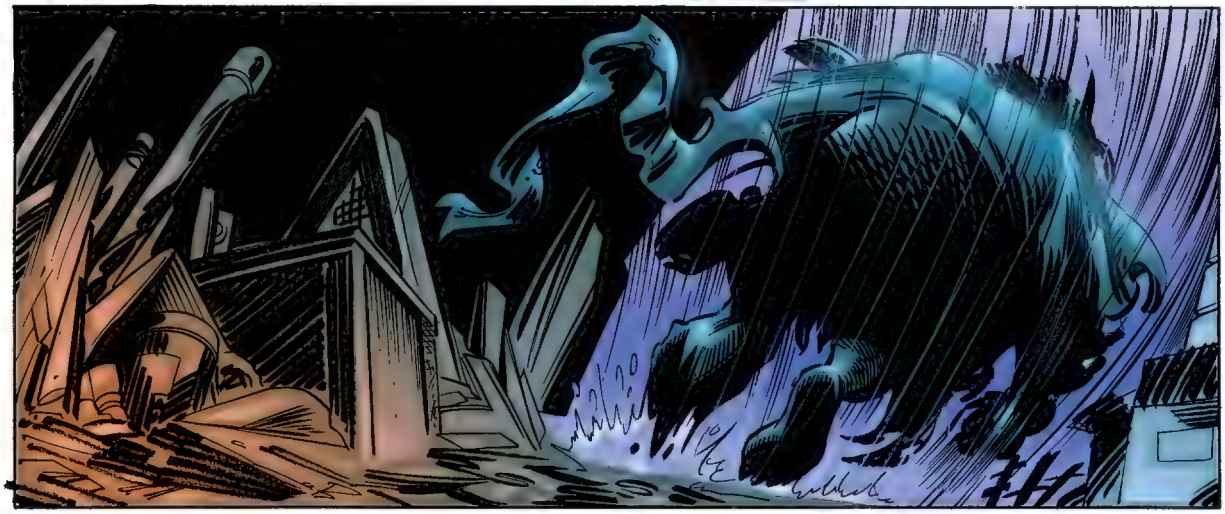
COME ON, PETER, SNAP OUT OF IT.
YOU CAN DO IT.



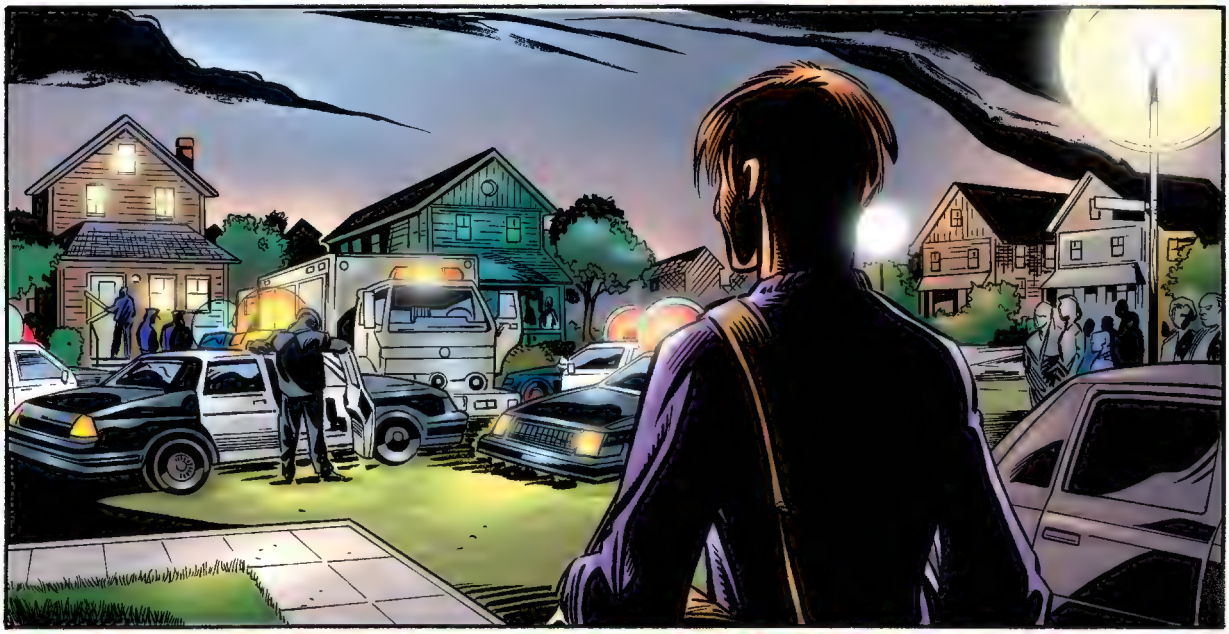
MMFFRRR...
MMFFRRR...

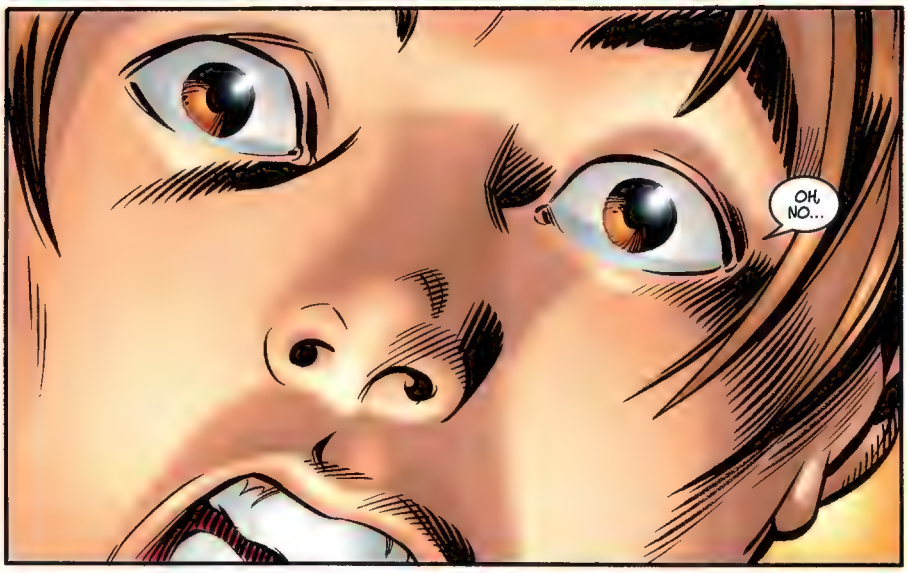

PPPRRKKK...


PPPRRKKK...



SO STUPID.
CRYING LIKE A GIRL. HE DIDN'T DESERVE THAT. HE DOESN'T KNOW.
HE DOESN'T KNOW THAT EVER SINCE THIS WHOLE SPIDER-MAN THING BEGAN ALL I CAN THINK IS THAT THE ONE PERSON WHO WOULD KNOW WHAT TO DO WAS MY DAD.
MY DAD WOULD HAVE KNOWN WHAT TO MAKE OF ALL THIS -- MY POWERS -- WHAT THEY MEAN.
BUT I'M WRONG. AND I'M SICK OF BEING WRONG.
UNCLE BEN AND AUNT MAY ARE MY FAMILY AND IT'S WAY PAST TIME FOR ME TO GROW UP.
IT'S TIME I TOLD THEM WHAT IS GOING ON WITH ME AND WHATEVER HAPPENS, HAPPENS.
IF I'M A FREAK -- I'M A FREAK.
THEY LOVE ME NO MATTER WHAT.



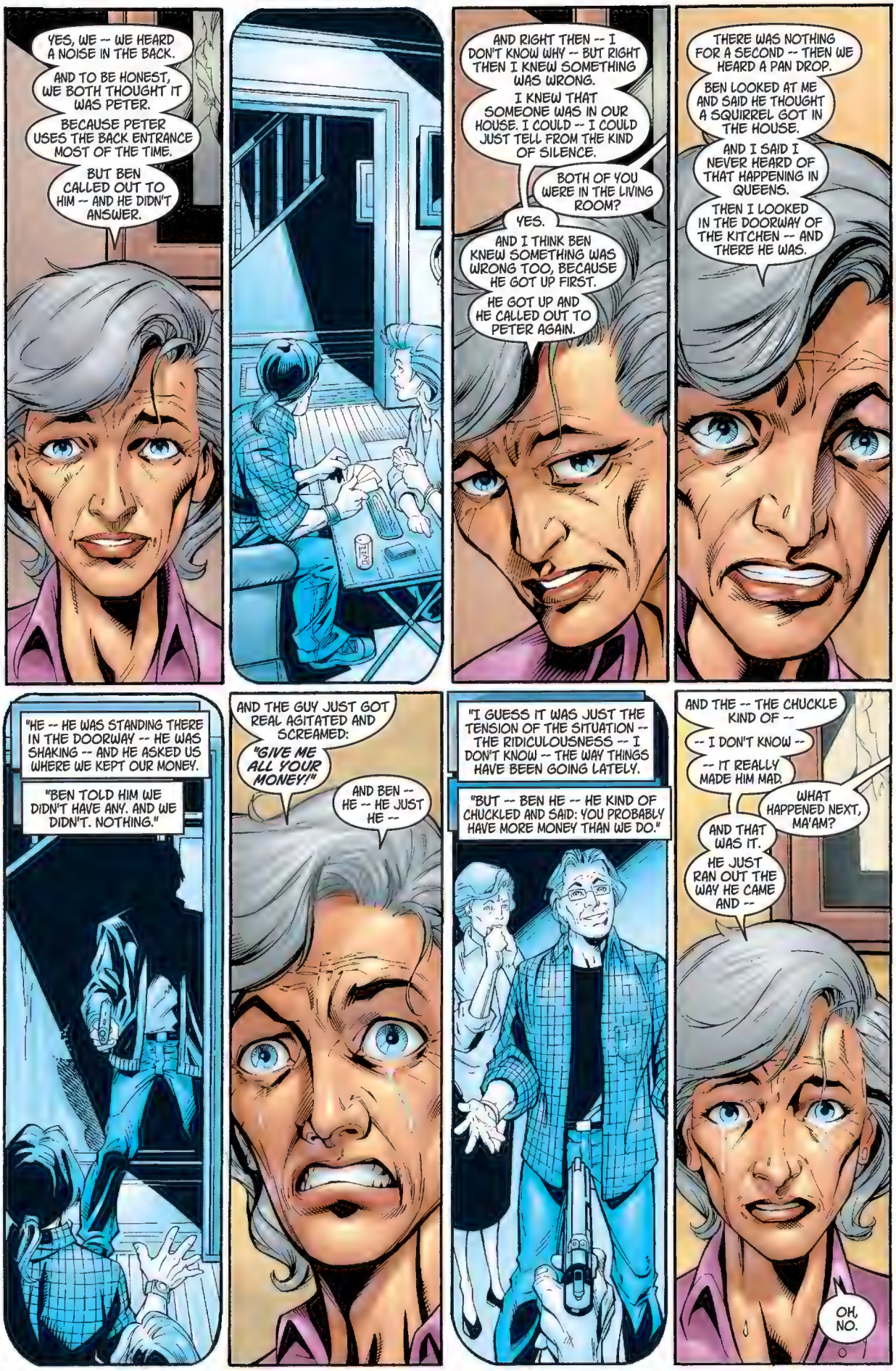

OH, NO...

5

THE OSBORN MANSION.
HARRY OSBORN'S BEDROOM.
HARRYYYY!
WHAT THE --?!
MOM!
MOM!

MOM!
MOM...?

BA BOOM
AH AH AH -- OOF!
OH GOD -- AHH --
PLEASE -- SOMEBODY!
SOMEBODY HELP!


YES, WE -- WE HEARD A NOISE IN THE BACK.
AND TO BE HONEST, WE BOTH THOUGHT IT WAS PETER.
BECAUSE PETER USES THE BACK ENTRANCE MOST OF THE TIME.
BUT BEN CALLED OUT TO HIM -- AND HE DIDN'T ANSWER.
AND RIGHT THEN -- I DON'T KNOW WHY -- BUT RIGHT THEN I KNEW SOMETHING WAS WRONG.
I KNEW THAT SOMEONE WAS IN OUR HOUSE. I COULD -- I COULD JUST TELL FROM THE KIND OF SILENCE.
BOTH OF YOU WERE IN THE LIVING ROOM?
YES.
AND I THINK BEN KNEW SOMETHING WAS WRONG TOO, BECAUSE HE GOT UP FIRST.
HE GOT UP AND HE CALLED OUT TO PETER AGAIN.
THERE WAS NOTHING FOR A SECOND -- THEN WE HEARD A PAN DROP.
BEN LOOKED AT ME AND SAID HE THOUGHT A SQUIRREL GOT IN THE HOUSE.
AND I SAID I NEVER HEARD OF THAT HAPPENING IN QUEENS.
THEN I LOOKED IN THE DOORWAY OF THE KITCHEN -- AND THERE HE WAS.
"HE -- HE WAS STANDING THERE IN THE DOORWAY -- HE WAS SHAKING -- AND HE ASKED US WHERE WE KEPT OUR MONEY.
"BEN TOLD HIM WE DIDN'T HAVE ANY. AND WE DIDN'T. NOTHING."
AND THE GUY JUST GOT REAL AGITATED AND SCREAMED:
"GIVE ME ALL YOUR MONEY!"
AND BEN -- HE -- HE JUST HE --
"I GUESS IT WAS JUST THE TENSION OF THE SITUATION -- THE RIDICULOUSNESS -- I DON'T KNOW -- THE WAY THINGS HAVE BEEN GOING LATELY.
"BUT -- BEN HE -- HE KIND OF CHUCKLED AND SAID: YOU PROBABLY HAVE MORE MONEY THAN WE DO."
AND THE -- THE CHUCKLE KIND OF --
-- I DON'T KNOW --
-- IT REALLY MADE HIM MAD.
WHAT HAPPENED NEXT, MA'AM?
AND THAT WAS IT.
HE JUST RAN OUT THE WAY HE CAME AND --
OH, NO.

YOU TWO WILL STAY WITH US TONIGHT.
WHAT ARE WE GOING TO DO, PETER?
OH, NO!
UNITS RESPOND TO A 340 AT CHELSEA AND 9TH.
COPY, DISPATCH.
DO YOU GUYS HAVE ANY SPARE CARS OVER THERE? WE HAVE A 340.
WE'RE ALMOST DONE HERE. WHAT'S UP?
WE GOT A GUY -- TRIED TO ROB A POPEYE'S CHICKEN NOT TWO BLOCKS FROM WHERE YOU ARE.
THREE SQUAD CARS WERE PARKED OUT FRONT AND THE GUY STILL THOUGHT HE COULD TAKE THE PLACE.
THEY CHASED HIM INTO AN ABANDONED WAREHOUSE AND ARE REQUESTING BACKUP.
MAN, THE IDIOT BRIGADE IS OUT IN FULL FORCE TONIGHT, YEAH, WE'LL SEND CAR 444 OVER NOW. OVER...
OVER.
A FOOT CHASE? MAYBE THE SAME GUY WHO PERPETRATED THIS WHAMMY?
I WISH.
GO ON OVER AND BE A COP.
PETER?
PETER!
OH, IT'S OKAY, MA'AM.
KIDS TAKE THESE THINGS THE HARDEST...

"THE KID'S JUST GOT TO FIND A WAY TO LET IT OUT."
LIFE LESSONS

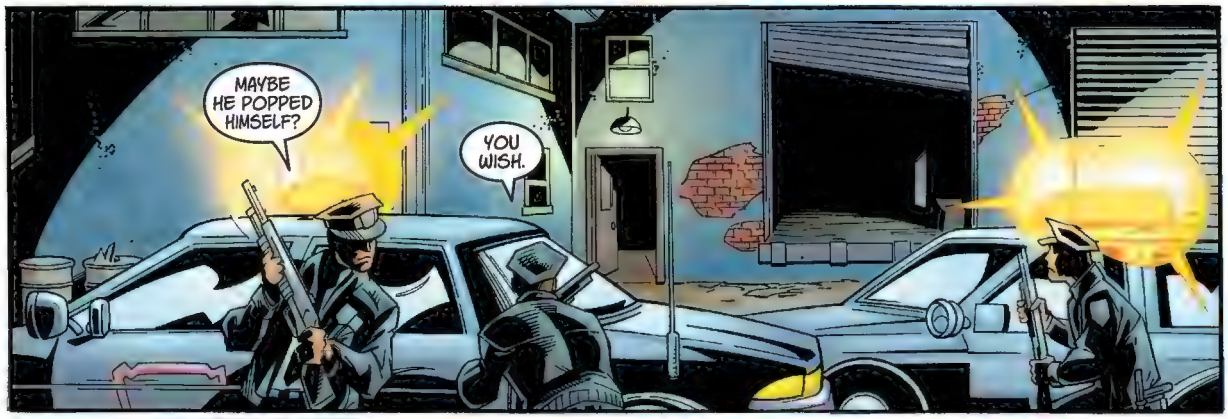
WE'RE NOT GOING TO WAIT HERE ALL NIGHT, PAL!
BE SMART AND CO-OPERATE!
OFFICERS AT 412, BACK-UP IS ON THE WAY.
THAT'S GOOD NEWS, DISPATCH. I WOULD LIKE TO FINISH MY DINNER.
CALL IN THE UPDATE, OVER.
SURE, SURE. OVER.
PIGS ARE EVERYWHERE...
THE ONLY WAY OUT IS THROUGH THE FRONT DOOR!
IF WE HAVE TO CHARGE IN THERE, IT AIN'T GOING TO BE PRETTY.
TAKE YOU WITH ME IF I HAVE TO, PIECES OF GARBAGE.
GONNA GET OUTTA HERE ONE WAY OR ANOTHER.
THAT'S EXACTLY WHAT I WAS HOPING TO HEAR...

...MURDERER!
NNAAAH!
BLAM BLAM
BLAM
EVERYONE DOWN!

I-I MUST BE SEEIN' THINGS. I --

MUST BE OUT OF MY --
THUMP

OOOFF!

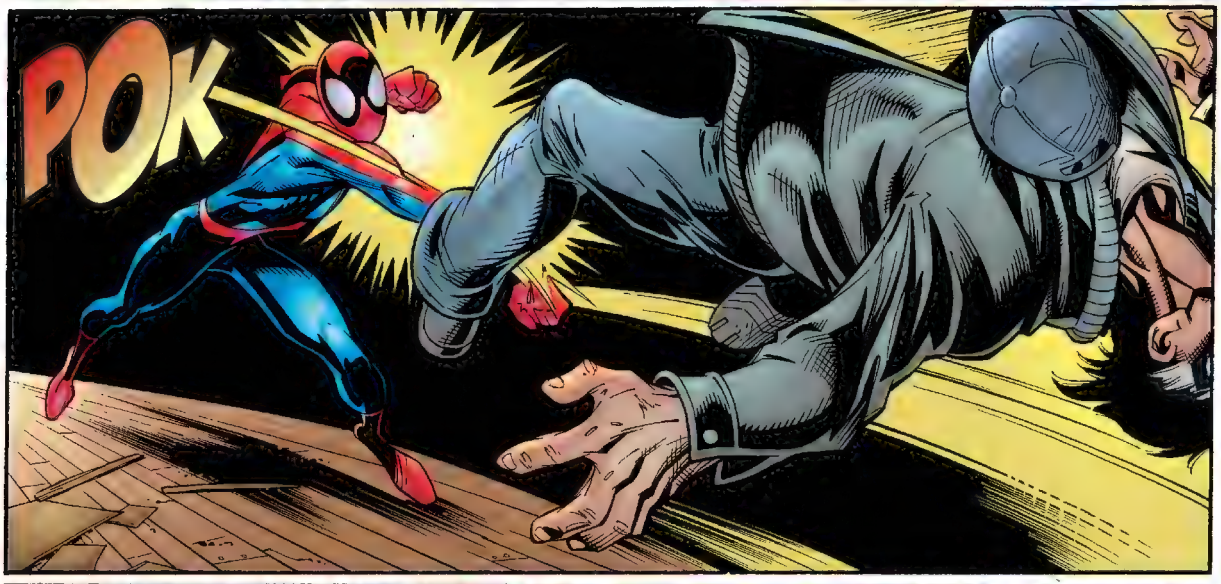

MAYBE HE POPPED HIMSELF?
YOU WISH.

WHAT IS THIS? WH-WHAT'S GOIN' ON?
I GOTTA -- I GOTTA HIDE --

I GOTTA --

MISTER, THERE IS NOWHERE ON EARTH YOU WILL BE ABLE TO HIDE FROM *ME!*

AARRRGG!


POK

YA CAN'T -- YA CAN'T...
YEAH, WELL, YOU SHOULDA THOUGHT ABOUT THAT BEFORE YOU...

THAT -- THAT FACE!
IT'S -- OH NO, IT CAN'T BE...

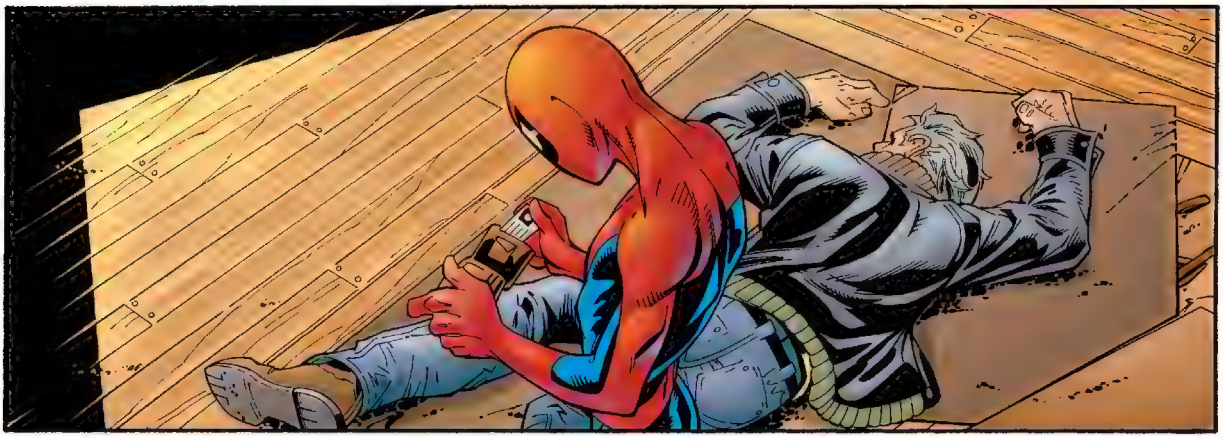
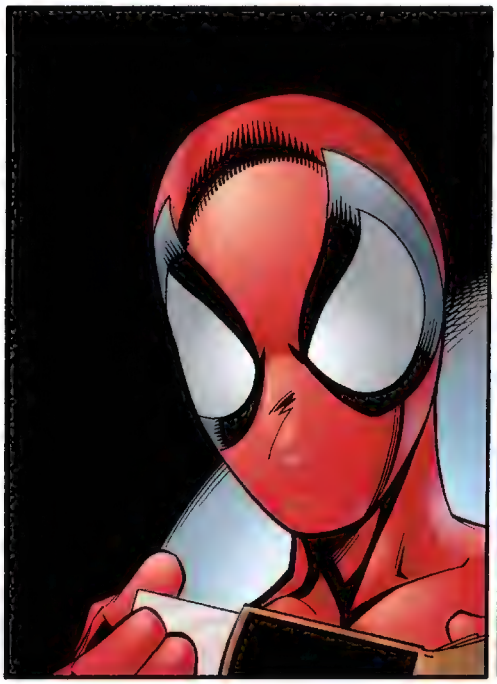
GET OUTTA MY WAY!
OUT!

WHY DIDN'T YOU STOP HIM?
NOT MY JOB.

"NOT YOUR JOB?"
ALL YOU HAD TO DO WAS TRIP HIM. STICK YOUR FOOT OUT AND HE'S KISSING PAVEMENT!

WELL, SORR-ÉE.
BUT THAT REALLY ISN'T MY DEPARTMENT, IS IT?
I'VE GOT MY OWN PROBLEMS, BIG GUY.

YOU PROBABLY HAVE MORE MONEY THAN WE DO...

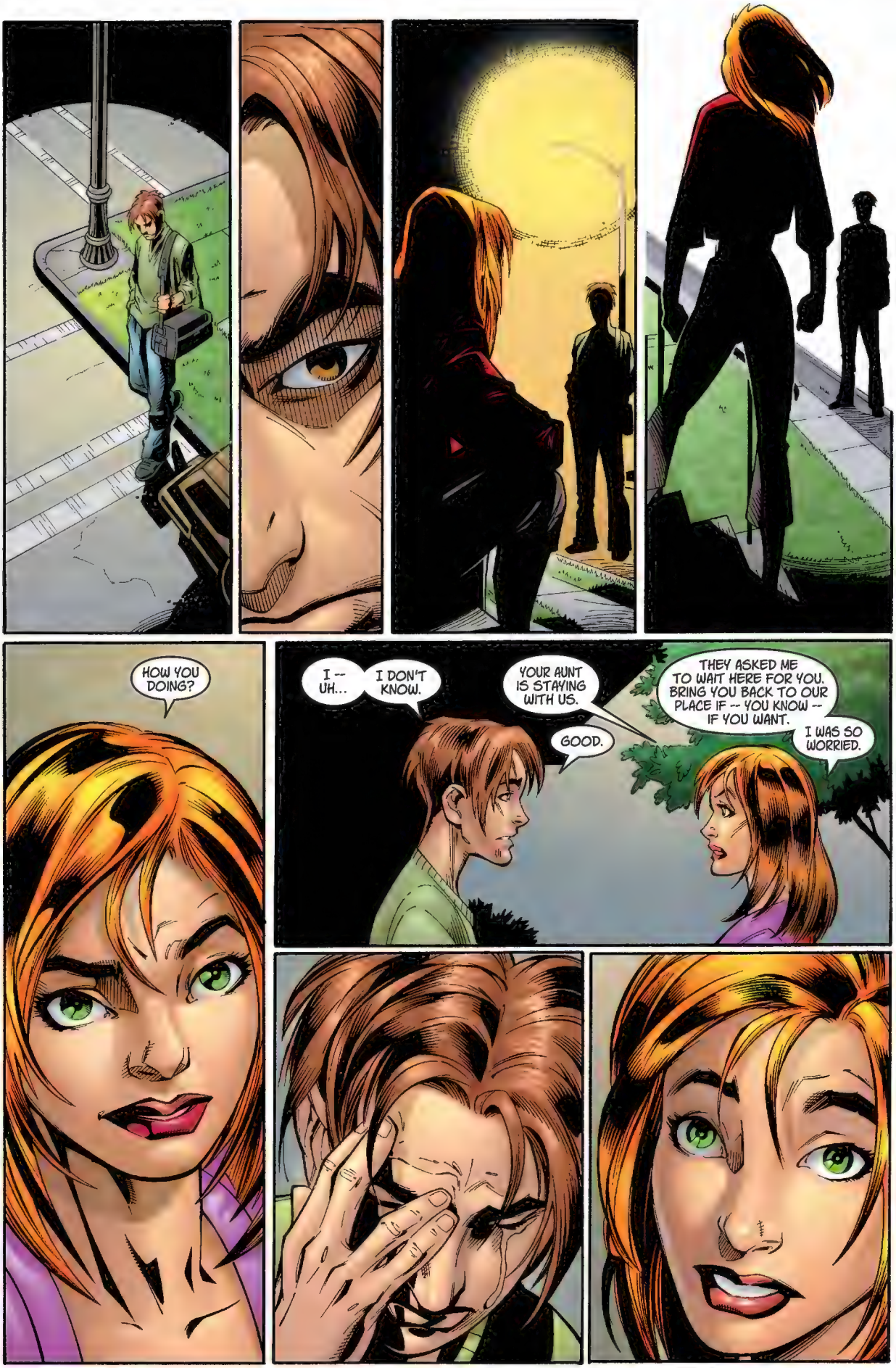
HE HASN'T COME OUT THE BACK EITHER, CAPTAIN STACY?
YOUR CALL.



SHOULD WE CALL S.W.A.T.?

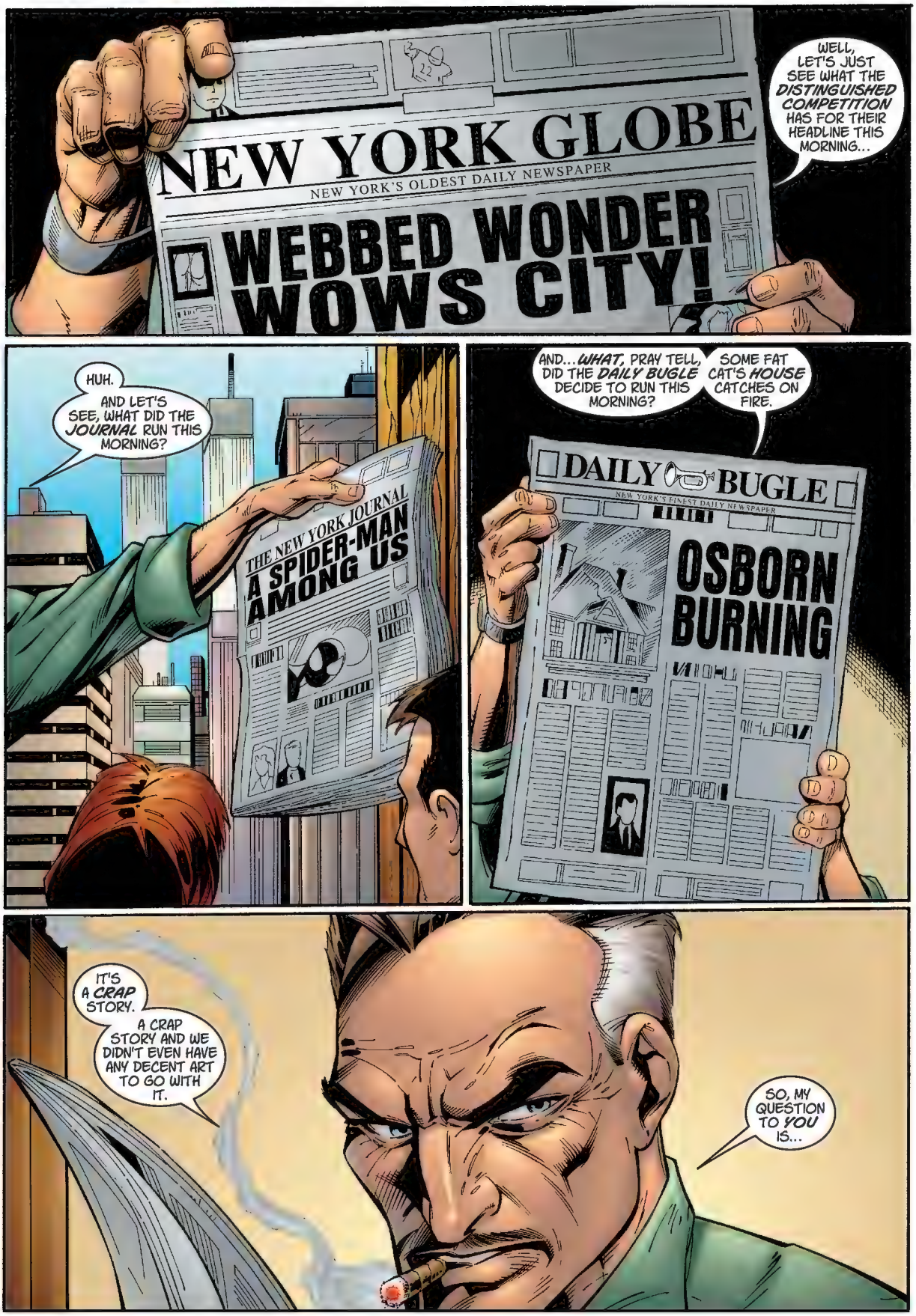
THE PLACE IS EMPTY.
WE FOUND THE GUN, BUT...
WHAT HAPPENED IN THERE?
SEEIN' THINGS...SEEIN' THINGS...
WHAT? WHAT DID YOU SEE?

YOU TOLD ME --
YOU TOLD ME...
YOUR FATHER -- HE BELIEVED THAT IF THERE WERE THINGS IN THIS WORLD THAT YOU HAD TO OFFER THAT YOU DID WELL --
-- BETTER THAN ANYONE ELSE --
-- THINGS THAT YOU COULD DO THAT HELPED PEOPLE OR MADE PEOPLE FEEL BETTER ABOUT THEMSELVES...
...WELL, HE BELIEVED THAT IT WAS YOUR RESPONSIBILITY TO DO THOSE THINGS.
WHY DIDN'T YOU STOP HIM?
NOT MY JOB.
GREAT THINGS ARE GOING TO HAPPEN TO YOU IN YOUR LIFE, PETER.
GREAT THINGS.
AND WITH THAT WILL COME GREAT RESPONSIBILITY.
DO YOU UNDERSTAND?
I DO NOW.

I WAS SELFISH.
SO SELFISH -- AND YOU PAID THE PRICE.
YOU DID, I DID, AUNT MAY DID.
I WILL NEVER EVER FORGIVE MYSELF FOR THAT.
I WILL NEVER EVER FORGET THAT I COULD HAVE STOPPED IT.
IT'S ALL SO CLEAR NOW, UNCLE BEN.
IT'S LIKE I'VE BEEN WEARING A BLINDFOLD AND EARMUFFS ALL MY LIFE -- AND SOMEONE JUST RIPPED THEM OFF ME.
I SEE THE WORLD CLEARLY NOW --
-- AND I SEE WHAT MY PLACE IS IN IT.
YOU WERE RIGHT -- WITH POWER COMES RESPONSIBILITY, ABSOLUTELY.
FOR SOME REASON I'VE BEEN GIVEN GREAT POWER.
ATM
AND WITH GREAT POWER THEN MUST COME GREAT RESPONSIBILITY.
I WILL NEVER LET YOU DOWN AGAIN, UNCLE BEN.

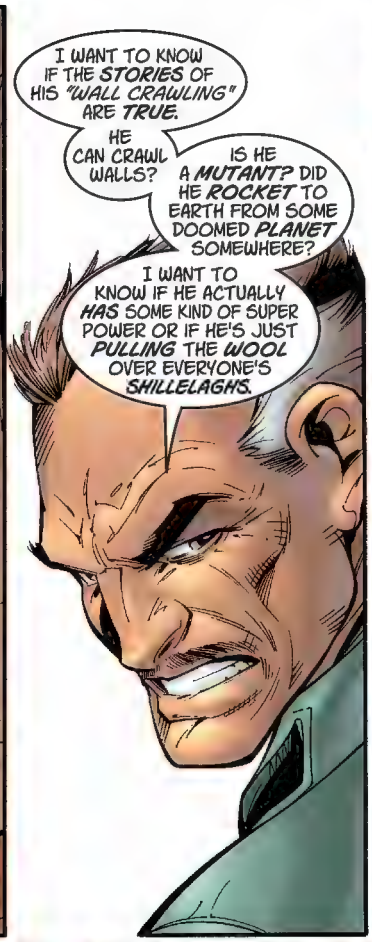

HOW YOU DOING?
I -- UH...
I DON'T KNOW.
YOUR AUNT IS STAYING WITH US.
GOOD.
THEY ASKED ME TO WAIT HERE FOR YOU. BRING YOU BACK TO OUR PLACE IF -- YOU KNOW -- IF YOU WANT.
I WAS SO WORRIED.

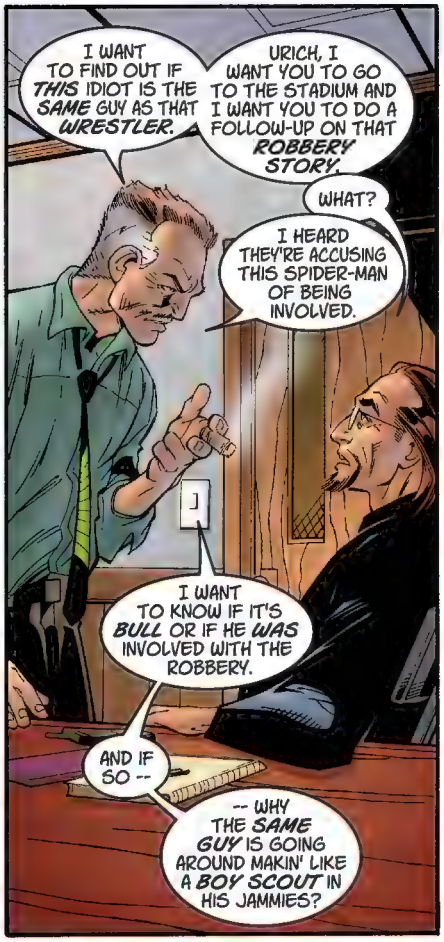
6


NEW YORK GLOBE
NEW YORK'S OLDEST DAILY NEWSPAPER
WEBBED WONDER WOWS CITY!
WELL, LET'S JUST SEE WHAT THE DISTINGUISHED COMPETITION HAS FOR THEIR HEADLINE THIS MORNING...
HUH.
AND LET'S SEE, WHAT DID THE JOURNAL RUN THIS MORNING?
THE NEW YORK JOURNAL
A SPIDER-MAN AMONG US
AND... WHAT, PRAY TELL, DID THE DAILY BUGLE DECIDE TO RUN THIS MORNING?
SOME FAT CAT'S HOUSE CATCHES ON FIRE.
DAILY BUGLE
NEW YORK'S FINEST DAILY NEWSPAPER
OSBORN BURNING
IT'S A CRAP STORY.
A CRAP STORY AND WE DIDN'T EVEN HAVE ANY DECENT ART TO GO WITH IT.
SO, MY QUESTION TO YOU IS...

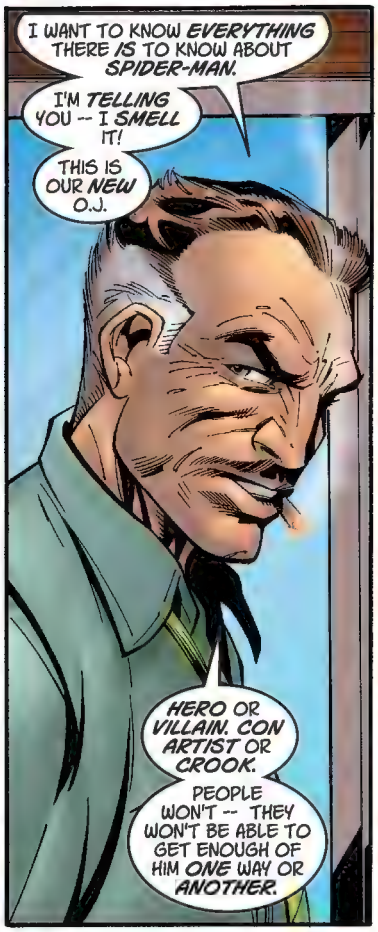
BIG TIME SUPER HERO!
WHAT IS OUR FRONT PAGE NEWS TODAY?
THE NEW YORK JOURNAL
A SPIDER-MAN AMONG US

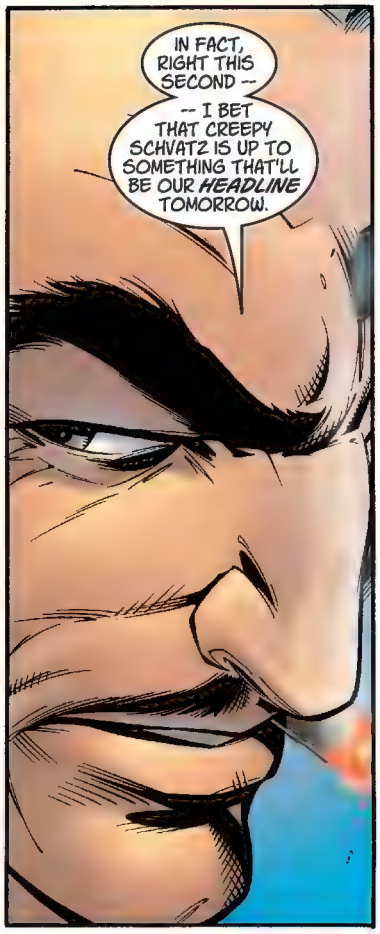
THERE'S A GUY --
THERE'S A GUY OUT THERE DRESSING UP IN HIS UNDERWEAR -- RUNNING AROUND TOWN CALLING HIMSELF A SPIDER-MAN!
THAT IS FANTASTIC!
THAT IS WHAT SELLS NEWSPAPERS.
I WANT TO KNOW HIS NAME.
I WANT TO KNOW HIS BIRTH SIGN.

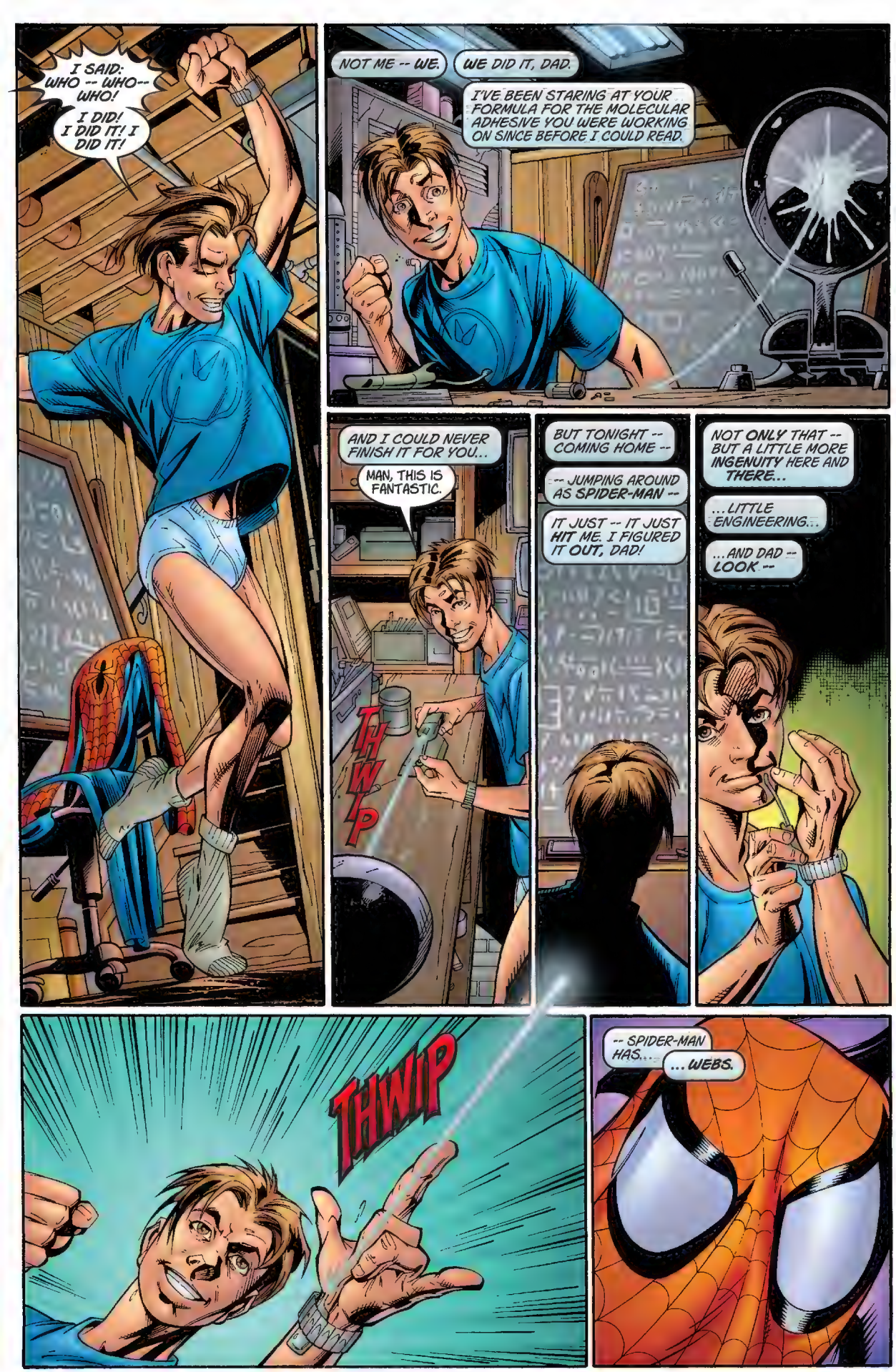

I WANT TO KNOW IF THE STORIES OF HIS "WALL CRAWLING" ARE TRUE.
HE CAN CRAWL WALLS?
IS HE A MUTANT? DID HE ROCKET TO EARTH FROM SOME DOOMED PLANET SOMEWHERE?
I WANT TO KNOW IF HE ACTUALLY HAS SOME KIND OF SUPER POWER OR IF HE'S JUST PULLING THE WOOL OVER EVERYONE'S SHILLELAGHS.


I WANT TO FIND OUT IF THIS IDIOT IS THE SAME GUY AS THAT WRESTLER.
URICH, I WANT YOU TO GO TO THE STADIUM AND I WANT YOU TO DO A FOLLOW-UP ON THAT ROBBERY STORY.
WHAT?
I HEARD THEY'RE ACCUSING THIS SPIDER-MAN OF BEING INVOLVED.
I WANT TO KNOW IF IT'S BULL OR IF HE WAS INVOLVED WITH THE ROBBERY.
AND IF SO --
-- WHY THE SAME GUY IS GOING AROUND MAKIN' LIKE A BOY SCOUT IN HIS JAMMIES?

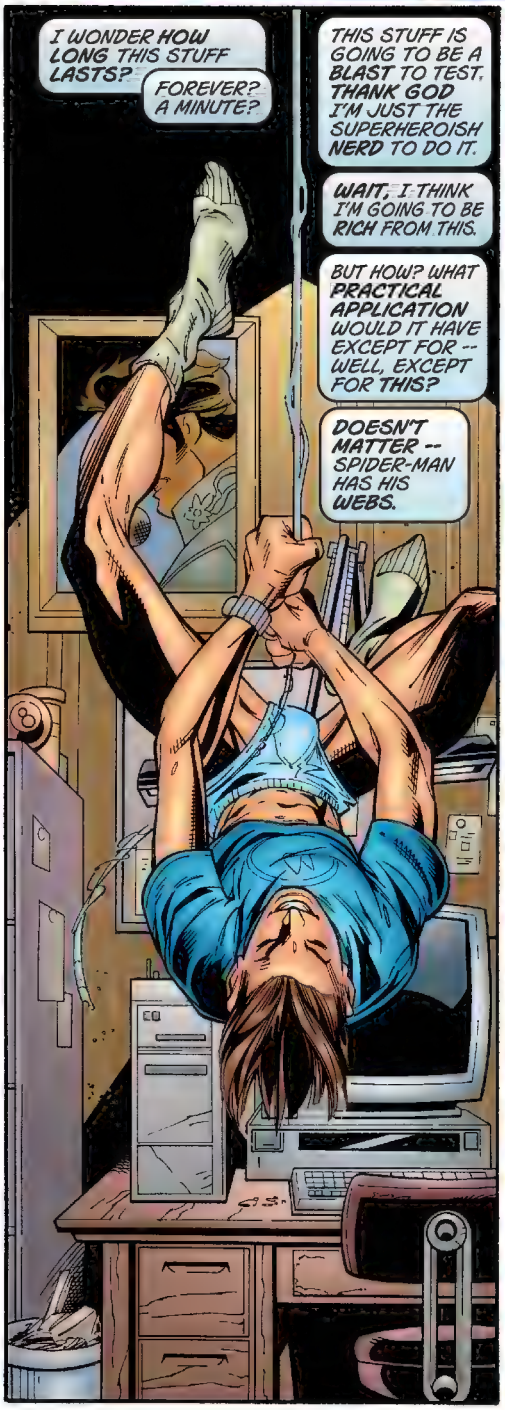
BUT JONAH, I'M WORKING ON...
THE KINGPIN CAN WAIT TO HAVE HIS BIG FAT BUTT HANDED TO HIM BY YOU ANOTHER DAY, BEN.
IF YOU HAVEN'T DUG ANYTHING UP ON THE MURDOCK CASE BY NOW, YOU PROBABLY AREN'T GOING TO.
BUT...
GET YOUR NAME ON A HEADLINE "STAR REPORTER," THAT'S WHAT I PAY YOU FOR.


I WANT TO KNOW EVERYTHING THERE IS TO KNOW ABOUT SPIDER-MAN.
I'M TELLING YOU -- I SMELL IT!
THIS IS OUR NEW O.J.
HERO OR VILLAIN. CON ARTIST OR CROOK.
PEOPLE WON'T -- THEY WON'T BE ABLE TO GET ENOUGH OF HIM ONE WAY OR ANOTHER.


IN FACT, RIGHT THIS SECOND --
-- I BET THAT CREEPY SCHVATZ IS UP TO SOMETHING THAT'LL BE OUR HEADLINE TOMORROW.


I SAID: WHO -- WHO-- WHO!
I DID! I DID IT! I DID IT!
NOT ME -- WE.
WE DID IT, DAD.
I'VE BEEN STARING AT YOUR FORMULA FOR THE MOLECULAR ADHESIVE YOU WERE WORKING ON SINCE BEFORE I COULD READ.
AND I COULD NEVER FINISH IT FOR YOU...
MAN, THIS IS FANTASTIC.
THWIP
BUT TONIGHT -- COMING HOME --
-- JUMPING AROUND AS SPIDER-MAN --
IT JUST -- IT JUST HIT ME. I FIGURED IT OUT, DAD!
NOT ONLY THAT -- BUT A LITTLE MORE INGENUITY HERE AND THERE...
...LITTLE ENGINEERING...
...AND DAD -- LOOK --
THWIP
-- SPIDER-MAN HAS...
...WEBS.

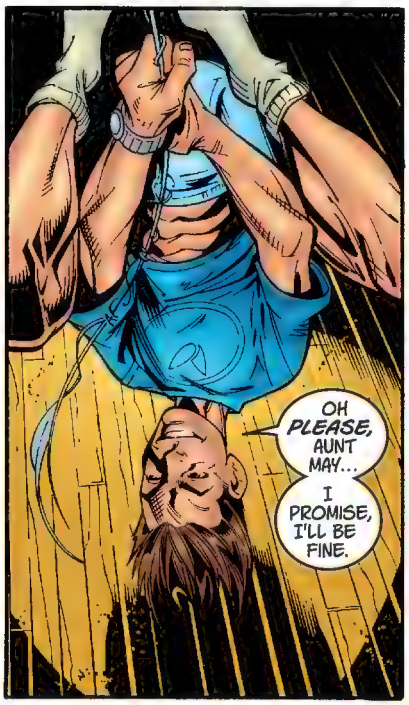
THIS STUFF IS PRETTY STRONG.
HUH. AND A LITTLE ELASTIC.
I WONDER IF I CAN SCREW WITH IT TO MAKE IT MORE ELASTIC OR LESS?
THE END IS TOTALLY ADHESIVE, LIKE SUPER GLUE, YET THE SIDES ARE JUST TACKY.
BUT NOT TOO TACKY.
JUST TACKY ENOUGH TO HOLD ON TO.

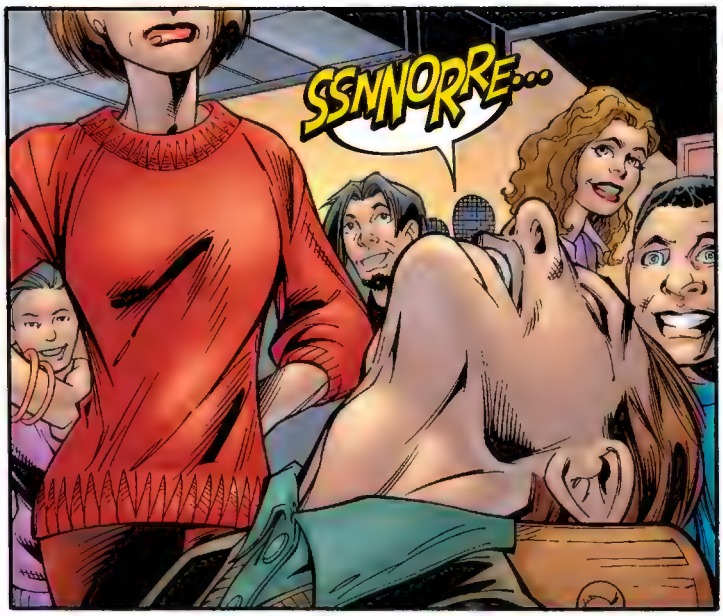

I WONDER HOW LONG THIS STUFF LASTS?
FOREVER? A MINUTE?
THIS STUFF IS GOING TO BE A BLAST TO TEST. THANK GOD I'M JUST THE SUPERHEROISH NERD TO DO IT.
WAIT, I THINK I'M GOING TO BE RICH FROM THIS.
BUT HOW? WHAT PRACTICAL APPLICATION WOULD IT HAVE EXCEPT FOR -- WELL, EXCEPT FOR THIS?
DOESN'T MATTER -- SPIDER-MAN HAS HIS WEBS.

MAN, UNCLE BEN WOULD'A LOVED THIS.
PETER, ARE YOU STILL DOWN THERE, SWEETY?

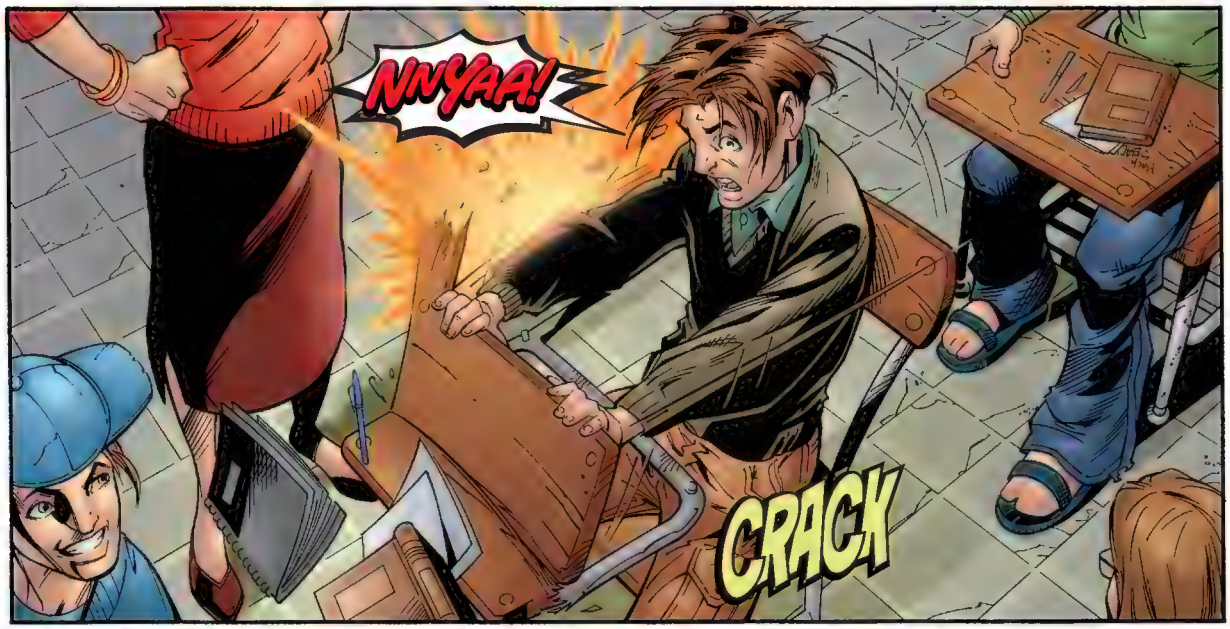
DOIN' MY HOMEWORK.

PETER, GO TO BED.
YOU'LL BE A WRECK AT SCHOOL...


OH PLEASE, AUNT MAY...
I PROMISE, I'LL BE FINE.

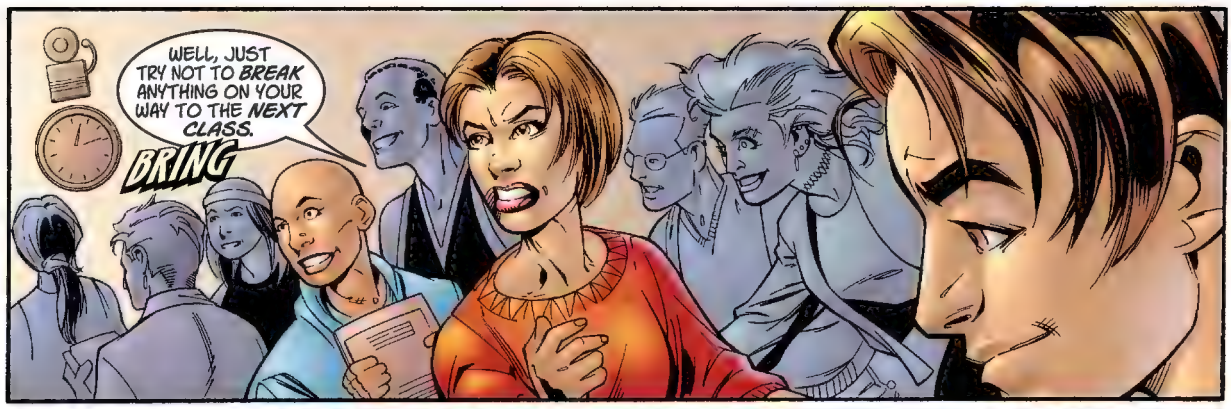

SSNNORRE...

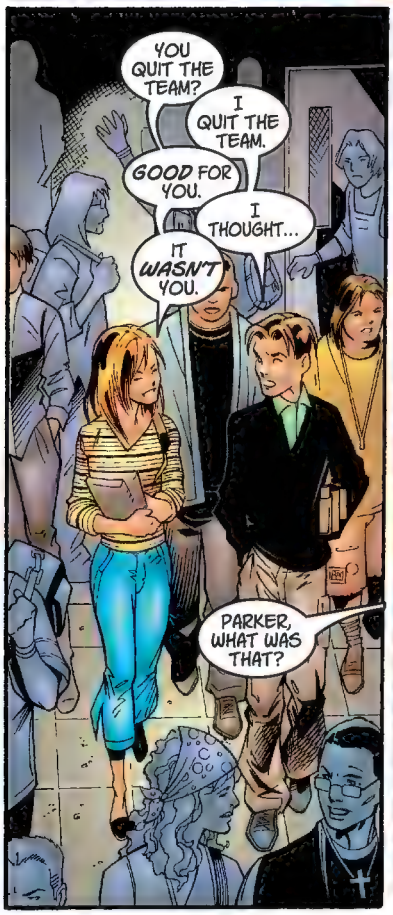
PARKER!


NNYAA!
CRACK

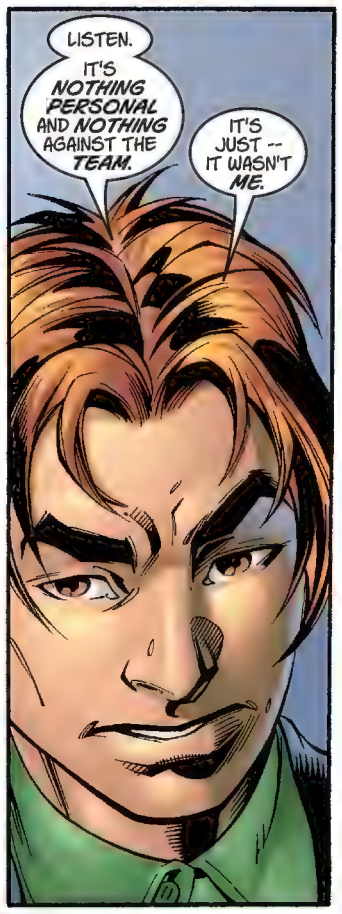
PARKER I SWEAR TO GOD...
SORRY.
THAT'S TWO DESKS IN YOU'VE DEMOLISHED IN A WEEK...
YEAH, UH...
HOW 'BOUT THAT?
LISTEN, YOU'RE NOT SO SCARY SMART THAT YOU CAN JUST SLEEP DURING CLASS, MISTER.
THERE'S...
NO! I-I-I WAS THINKING ABOUT WHAT YOU WERE SAYING AND I-I SORT OF GOT...

I SAW WHAT YOU WERE DOING.
I SEE THAT ONE MORE TIME AND I'M GOING TO HAVE A TALK WITH THE COACH ABOUT...
YOU DON'T HAVE TO DO THAT.
I QUIT THE TEAM THIS MORNING, SO YOU DON'T HAVE TO --
WHAT?!


WELL, JUST TRY NOT TO BREAK ANYTHING ON YOUR WAY TO THE NEXT CLASS.
BRING


YOU QUIT THE TEAM?
I QUIT THE TEAM.
GOOD FOR YOU.
I THOUGHT...
IT WASN'T YOU.
PARKER, WHAT WAS THAT?

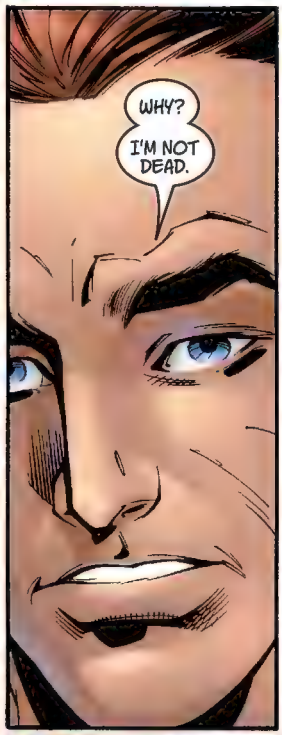
I QUIT THE TEAM.
WHY?
'CAUSE I DID.
BUT...
TOLD YOU! I TOLD YOU HE WAS A FREAKIN' WORM!


LISTEN.
IT'S NOTHING PERSONAL AND NOTHING AGAINST THE TEAM.
IT'S JUST -- IT WASN'T ME.

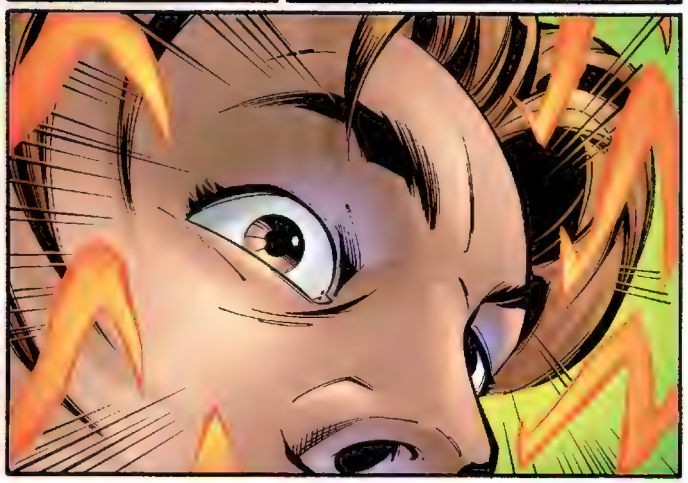
IT WASN'T YOU? WHAT KIND OF CRAP IS THIS?
I'M TELLING YOU -- IT WASN'T ME.
LISTEN, I'VE HAD SOME STUFF. MY UNCLE...
YOUR UNCLE CROAKS SO YOU CAN'T PLAY BALL?
KONG, DON'T!

WELL, THAT'S JUST -- THAT'S JUST GREAT!
THANKS FOR THE SUPPORT... PAL!
...HARRY?

HARRY? ARE YOU OKAY?
I TRIED TO CALL YOU BUT NO ONE KNEW WHERE YOU WERE.
WHY WERE YOU TRYING TO DO THAT?
WHAT?
OH HARRY, I'M SO SORRY ABOUT YOUR PARENTS.
ARE YOU?
WHAT DO YOU MEAN? WE WERE WORRIED.

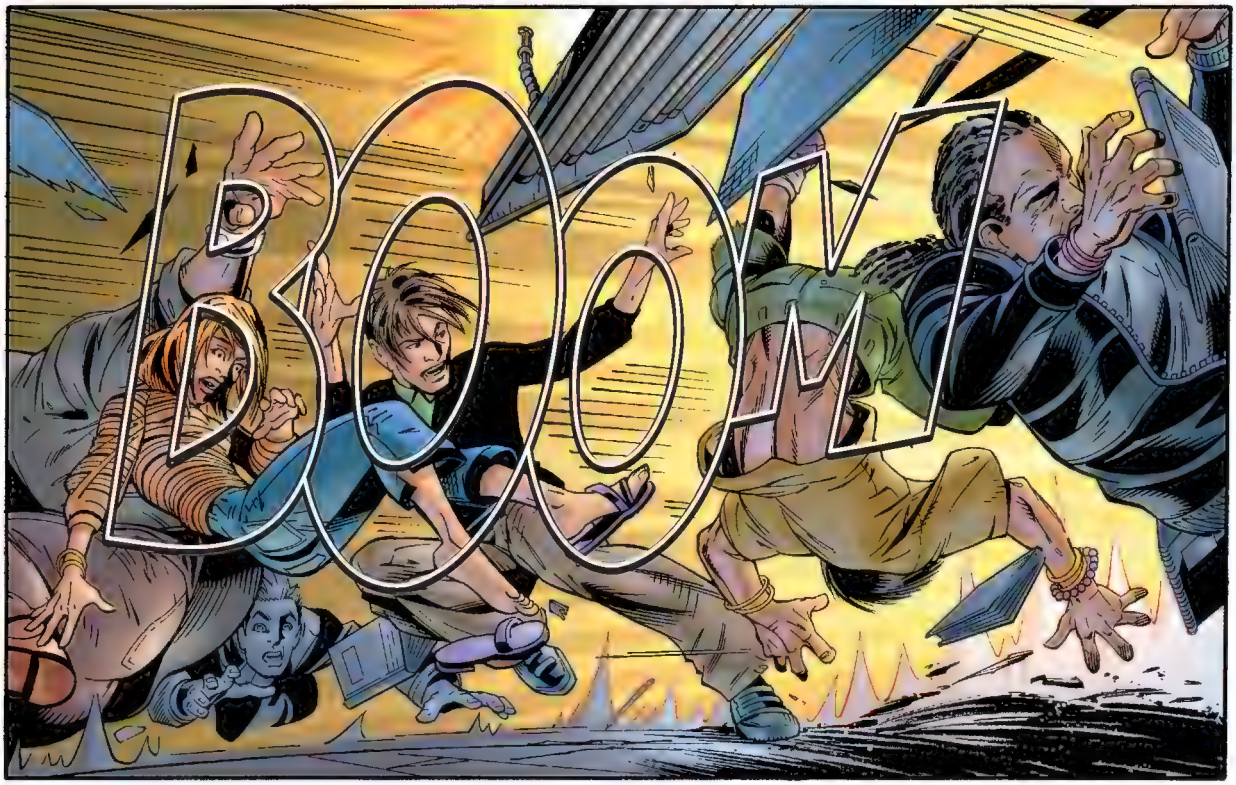

WHY?
I'M NOT DEAD.

NO, BUT, I KNOW --
I KNOW WHAT THIS IS LIKE. I...
DO YOU?
YES, I --
-- DO YOU GUYS FEEL THAT?



BOOM!

YO! WHAT'S UP WIT' THAT?
ARE YOU OKAY?
OH MY GOD!


BOOM!

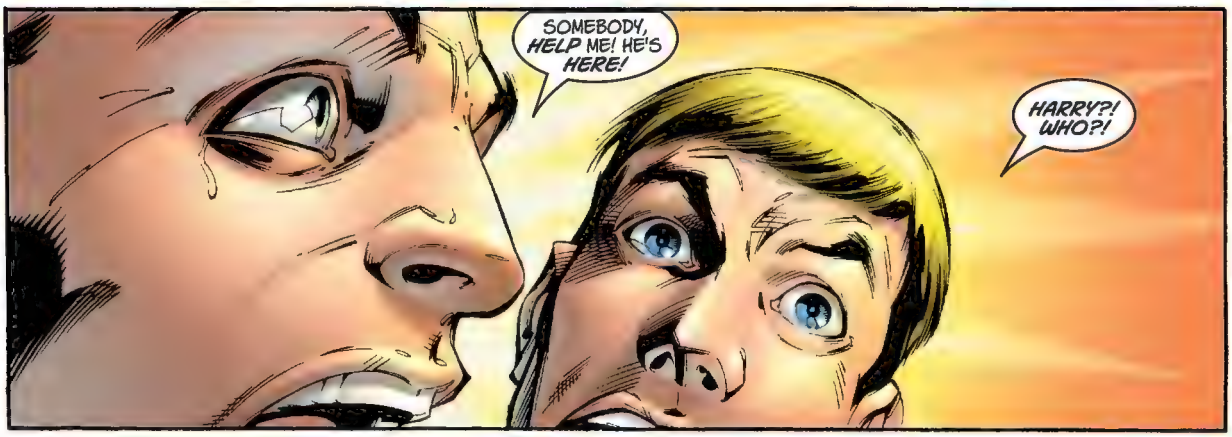
EVERYONE OUT! EVERY-BODY!
RUN!
WHAT THE #$@$ IS IT?

I KNOW WHAT THIS IS...
WHAT?

DUDE. WE ARE SO OUT OF HERE.
I KNOW WHAT THAT IS...

HE'S COME FOR ME... HE'S COME FOR ME...
WHO'S COME FOR YOU, HARRY?
OH NO. WHERE'S PETER?

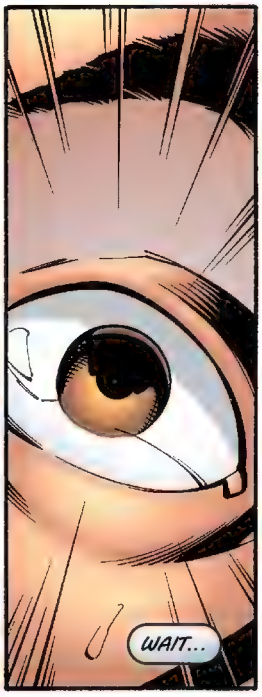
FRABOOM


SOMEBODY, HELP ME! HE'S HERE!
HARRY?! WHO?!

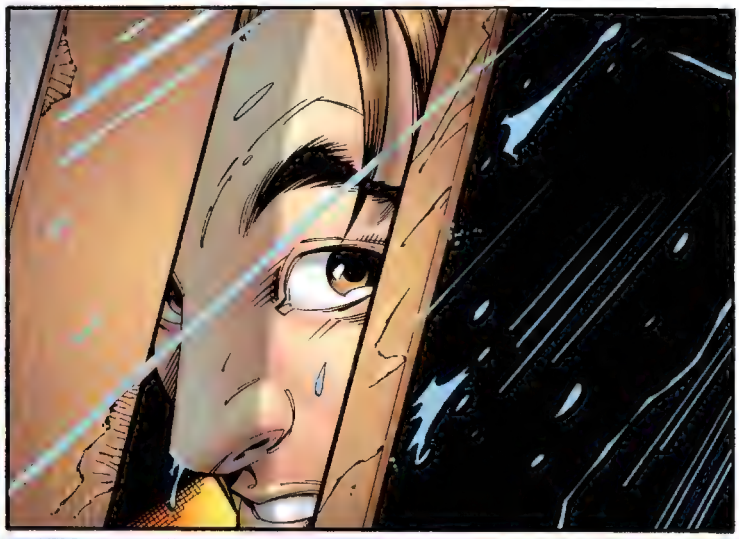
HEAD'S UP!
BIG TIME SUPER HERO COMIN' THROUGH!
DUDE! SERIOUSLY -- IF HE BLEW UP OUR SCHOOL...
...HE IS TOTALLY MY HERO.
WHOA...
MAN, I'M GOING TO HAVE TO WORK OUT ANOTHER SYSTEM FOR EMERGENCIES.

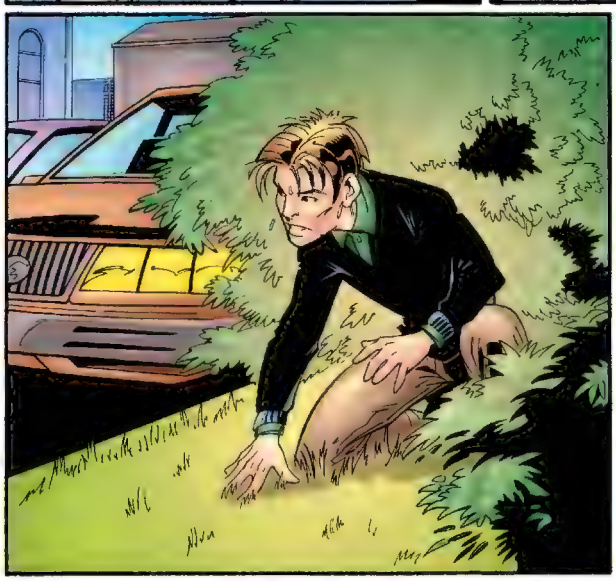
TWO MINUTES AGO...
DUDE. WE ARE SO OUT OF HERE.
I KNOW WHAT THAT IS...

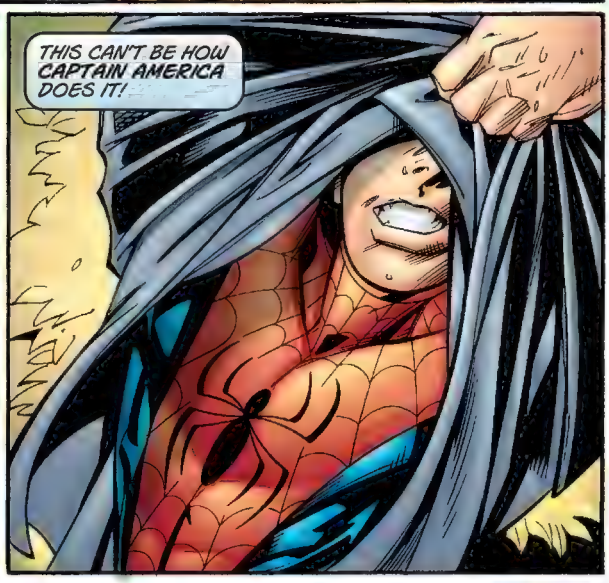
IT'S TIME TO HOP INTO ACTION.
IT'S TIME FOR...

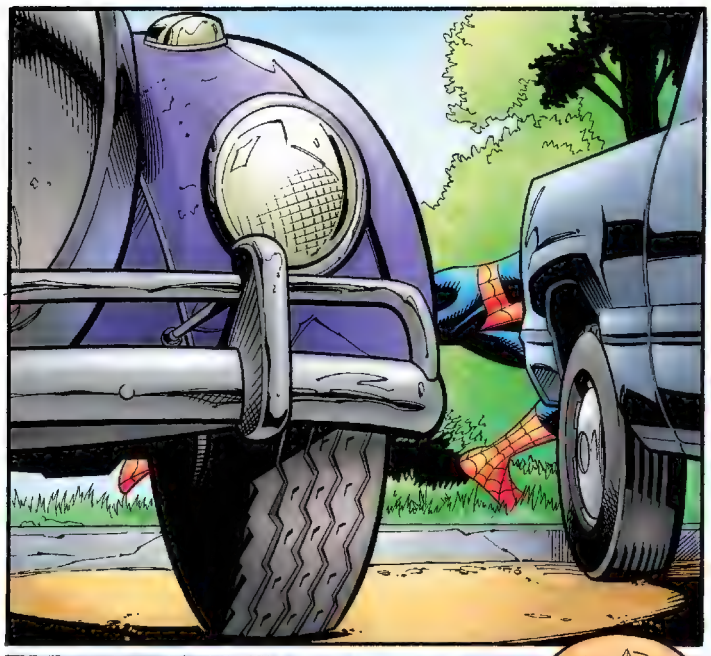

WAIT...

WAIT A SECOND...
HOW ON EARTH AM I GOING TO GET OUT OF HERE?
HOW DID SPIDER-MAN GET IN A HIGH SCHOOL?
HOW COULD I EXPLAIN IT?
IT'S BAD ENOUGH HALF MY CLASS SAW ME GET BITTEN BY THE SPIDER. HOW HARD WILL IT BE FOR THEM TO PUT TWO AND TWO TOGETHER?
DAMN.






THIS CAN'T BE HOW CAPTAIN AMERICA DOES IT!

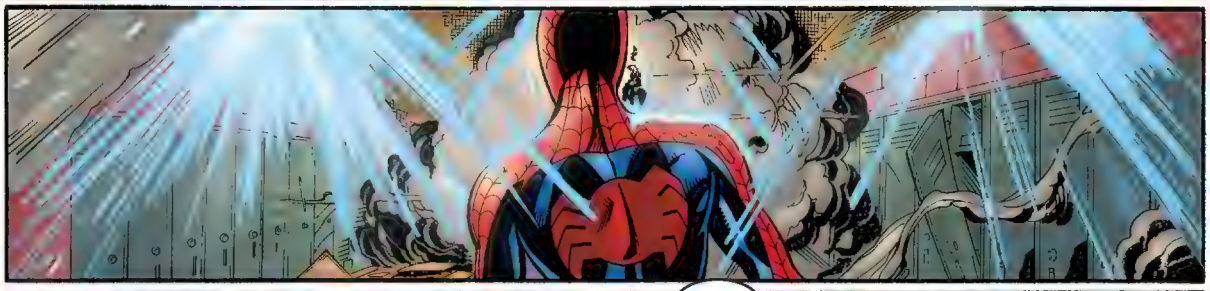


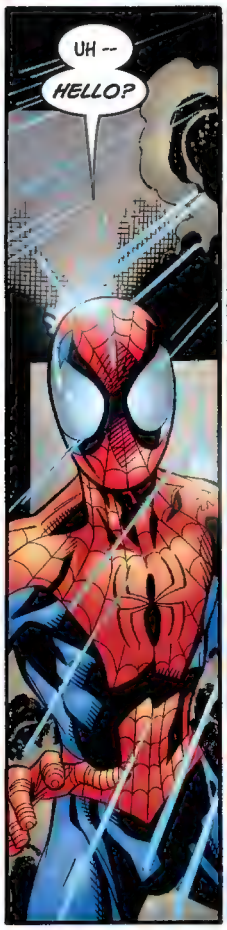
HEADS UP!

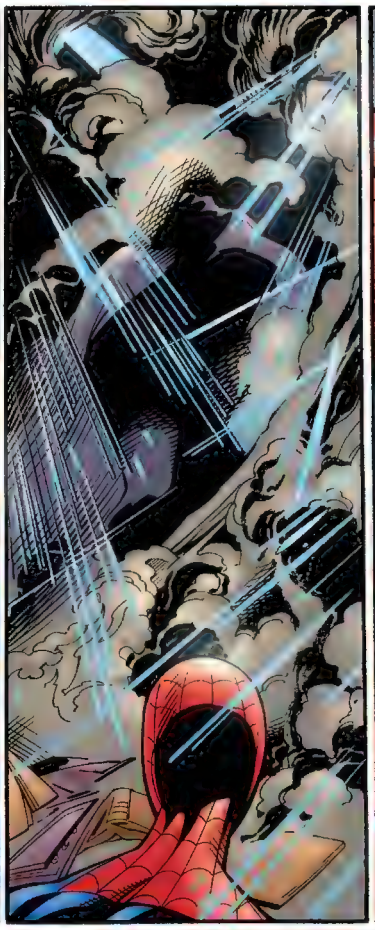
BIG TIME SUPER HERO COMIN' THROUGH!

DEFINITELY NEED TO COME UP WITH A SYSTEM.

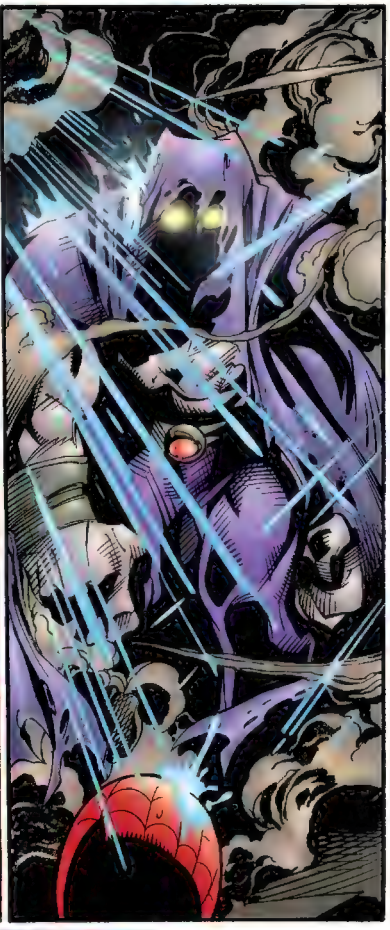
WHO ON EARTH WOULD DO THIS TO A SCHOOL?

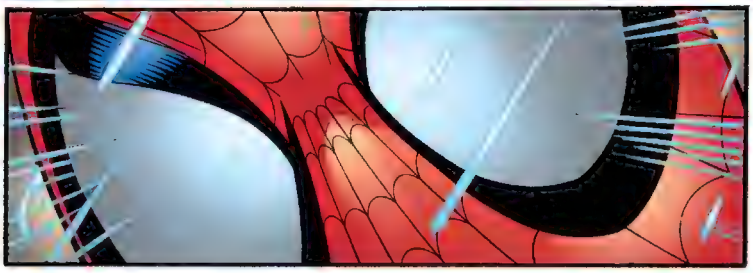



UH --
HELLO?

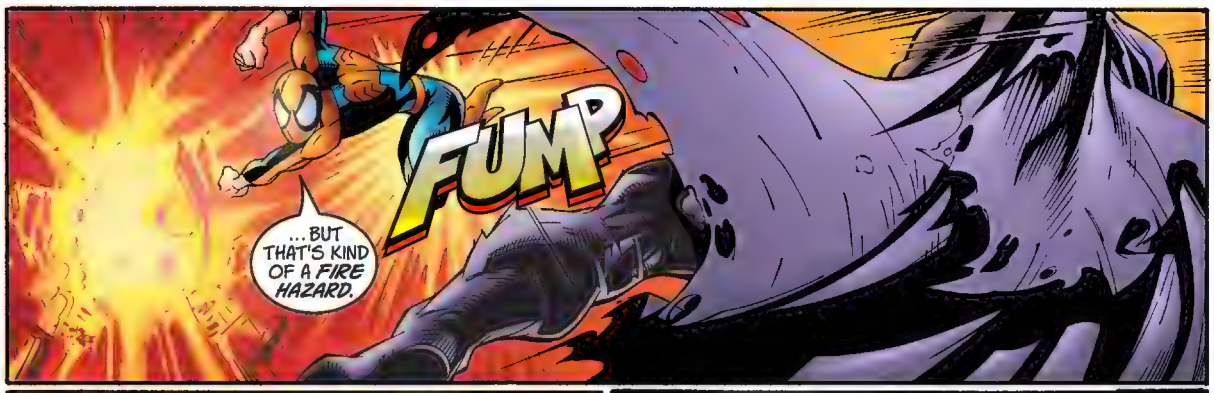


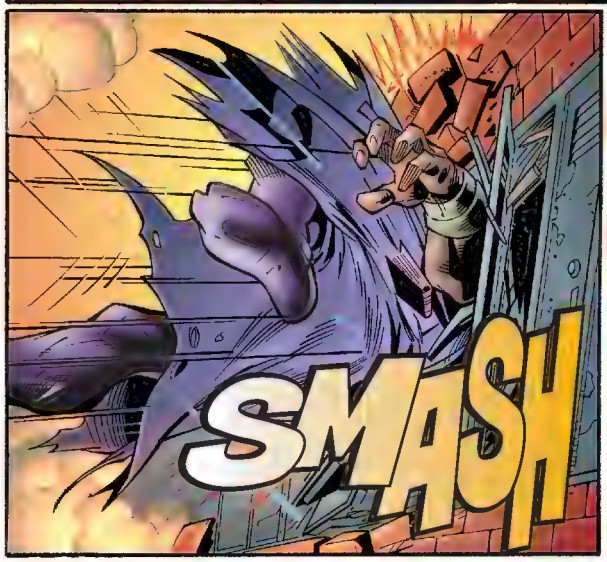
HEY!
AS HALL MONITOR, I'M GOING TO HAVE TO ASK TO SEE YOUR HALL PASS.





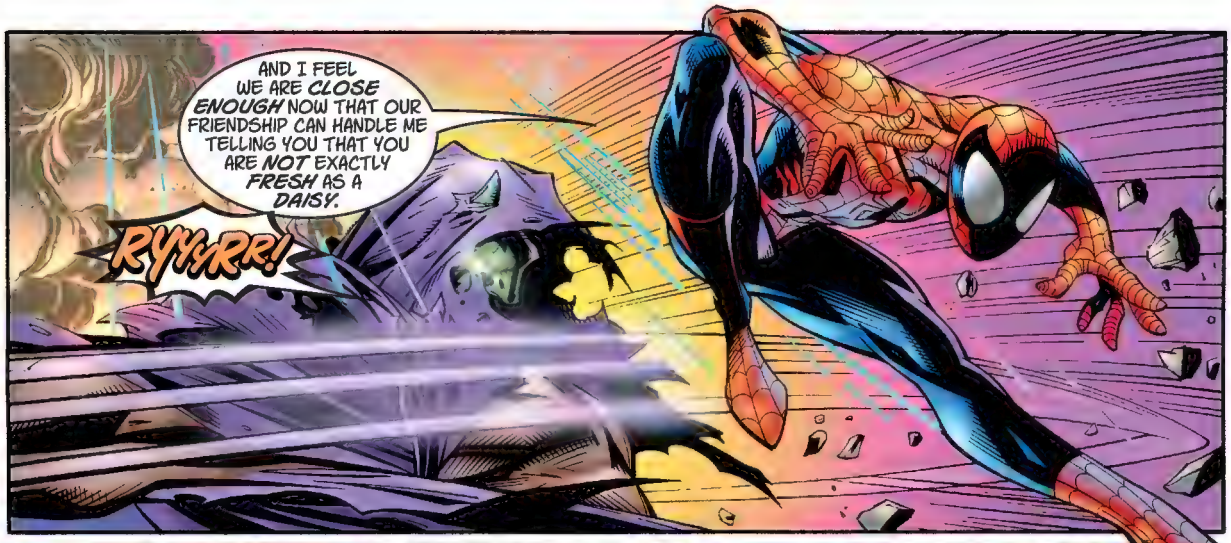
UH... YOU WOULDN'T HAPPEN TO BE THE NEW HOME EC TEACHER, WOULD YOU?
LISTEN, I DON'T WANT TO TELL YOU YOUR BUSINESS...
NYYYRR!


FUMP
...BUT THAT'S KIND OF A FIRE HAZARD.


SMASH

I HOPE YOU DON'T THINK I'M GOING TO HELP YOU CLEAN THIS UP... BECAUSE YOU -- ARE -- ON -- YOUR -- OWN.
LOOK AT ME BEING THE SMART-MOUTH WHEN I'M SCARED OUT OF MY MIND.
I GUESS IT'S EITHER THAT OR I PEE IN MY TIGHTS.

I DON'T SUPPOSE YOU'D LIKE TO JUST TELL ME WHAT THE PROBLEM IS?
WHOOPS!
ALL RIGHT, ENOUGH OF THIS...
I HATE THE FOOD HERE TOO...
...BUT YOU HAVE TO LEARN TO WORK WITHIN THE SYSTEM.
I DON'T KNOW WHAT THIS THING IS EXACTLY, BUT I GOTTA GET IT OUT OF THE SCHOOL AND AWAY FROM EVERYONE.
GOTTA KEEP THIS PLACE IN ONE PIECE. GOTTA KEEP EVERY-ONE SAFE.
DUDE, SERIOUSLY...
...THIS IS MIGHTY LOW -- TO TRASH A SCHOOL LIKE THIS.
THAT'S JUST LOW.
THAT'S LIKE A NOTCH BELOW FILM PRODUCER.


AND I FEEL WE ARE CLOSE ENOUGH NOW THAT OUR FRIENDSHIP CAN HANDLE ME TELLING YOU THAT YOU ARE NOT EXACTLY FRESH AS A DAISY.
RYYYRR!

I GOTTA GET HIM OUTTA HERE AND NOW!
HEY, YOU WANNA JUST GET A CUP OF COFFEE AND TALK ABOUT WHATEVER'S UP YOUR BUTT?
COME ON, I'M BUYING.

I, FOR ONE, ALWAYS FEEL BETTER WHEN I TALK THINGS...
UH-OH...
I'M GETTING THAT TINGLE ON THE BACK OF MY NECK AGAIN...

TOO LATE.

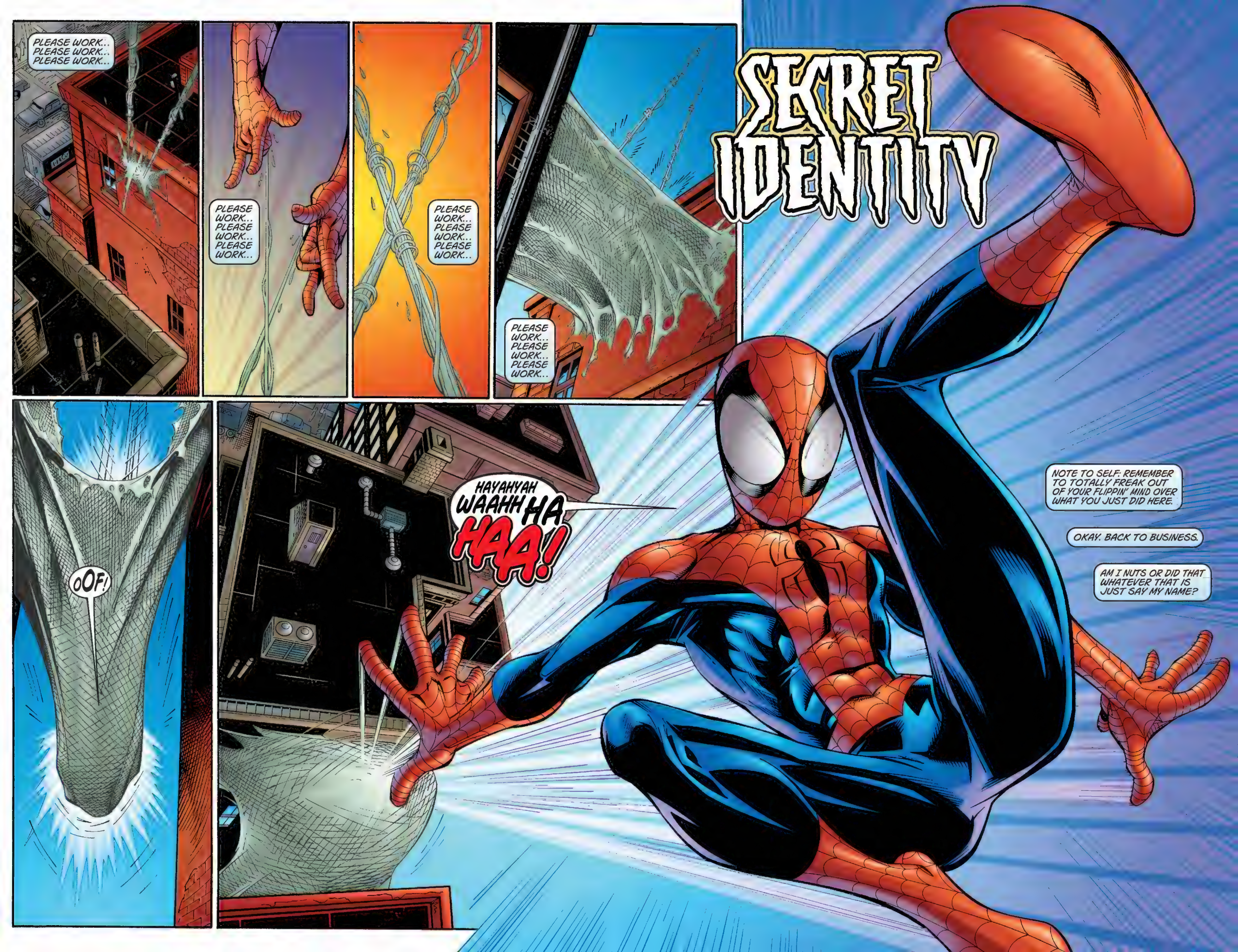
SR-71

CAN'T BREATHE.
SO HIGH UP...
LET GO...
PPKKRR...
PPPPRRRRKKKKEERRR...
WHO ARE YOU?

7

PPPPPPRRRKKKEERRR...
WHO ARE YOU?

I CAN'T -- I CAN'T BELIEVE THIS. I CAN'T BELIEVE THIS IS HAPPENING TO ME. THIS -- THIS IS --
I DON'T KNOW WHAT TO DO.
I CAN'T JUST DIE LIKE THIS. I -- WAIT...


SECRET IDENTITY
PLEASE WORK... PLEASE WORK... PLEASE WORK...
PLEASE WORK... PLEASE WORK... PLEASE WORK...
PLEASE WORK... PLEASE WORK... PLEASE WORK...
PLEASE WORK... PLEASE WORK... PLEASE WORK...
oOF!
HAYAHYAH WAAHH HA HAA!
NOTE TO SELF: REMEMBER TO TOTALLY FREAK OUT OF YOUR FLIPPIN' MIND OVER WHAT YOU JUST DID HERE.
OKAY. BACK TO BUSINESS.
AM I NUTS OR DID THAT WHATEVER THAT IS JUST SAY MY NAME?

HRRUUUGGHH
YOU SEE THAT? I THINK THAT THING IS COMING BACK THIS WAY...
HE IS.
HE'S COMING FOR ME...
OKAY. HERE COMES ANOTHER LITTLE TRICK I WAS GOING TO TRY IN A LESS STRENUOUS ENVIRONMENT...
THWIP
SPACK
MUST BE OUT OF MY MIND.
WAAH HA!
HOLY -- OH, MANOMAN OMANOMAN OMAN.
HEADS UP, STINKY!
GGYYYRRR!
YA DON'T SAY!
DUDE...
I KNOW.

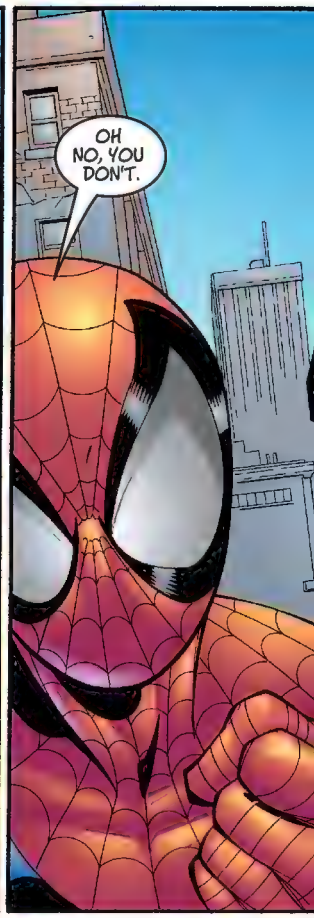
SEE? I TRIED TO ASK NICELY...
REMEMBER THAT?
WHEN I WAS BEING ALL NICE AND YOU WERE TRYING TO LIGHT ME ON FIRE AND TOSS ME LIKE A WATER BALLOON?
SO, LET ME TELL YOU WHAT YOU'RE NOT GOING TO DO --
BONK
YOU'RE NOT GOING BACK TO THAT SCHOOL TO START MORE SHMMFFR!
FEDUMP
OW.

ALL RIGHT! THAT'S IT.
THWIPP
THWIP
TIME TO BREAK IT OUT ON YOU LIKE CHOW YUNG FAT!
WHIZZZZZ
AHHH! WHAT IS THAT?
SPLAT
N.Y.P.D
OR NOT!
UH... SORRY.

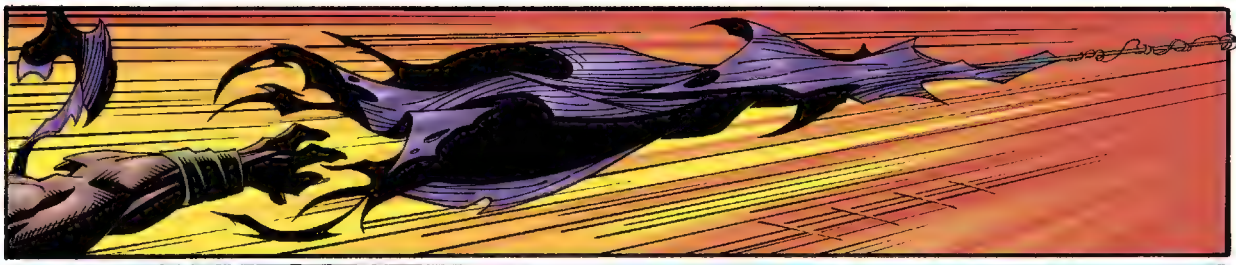
OH MAN, WHAT IS THAT THING?
UH -- THIS IS NY34 CALLING IN A 345 FOR BACK UP! REPEAT -- THIS IS...

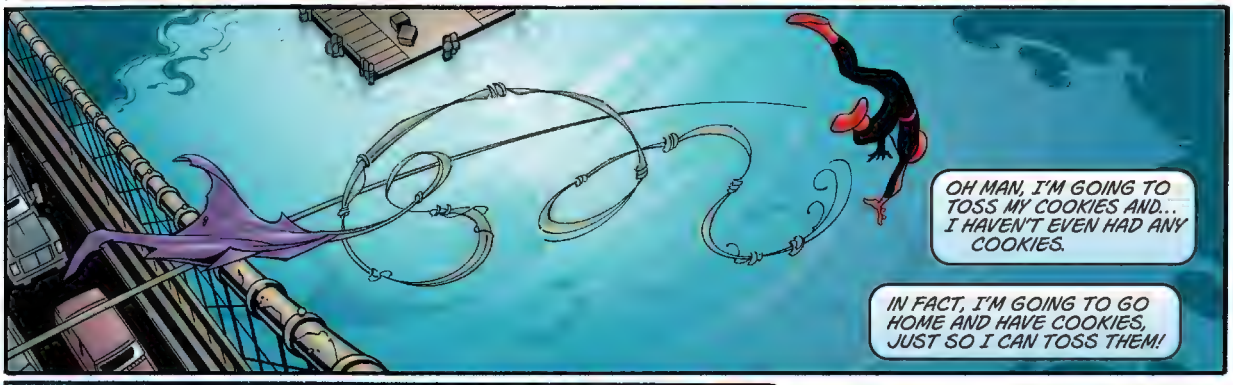
COME ON, FLY STEADY! I'M GONNA PUKE.
I GOT IT... I GOT IT!
WHAT IS THIS STUFF ON THE WINDSHIELD?

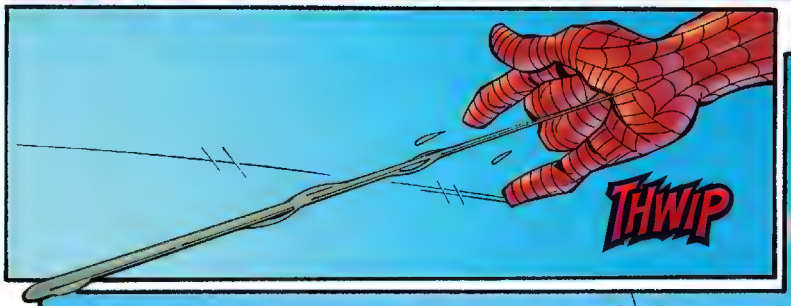
WHO CARES -- THAT THING IS COMING RIGHT AT US!


OH NO, YOU DON'T.

HHURRYYGGH!
HEY, WHERE DO YOU THINK YOU'RE GOING?
THWAPP
WHOOPS!
AGAIN, NOT THE MOST WELL-THOUGHT OUT MOVE.
MIGHT WANT TO TAKE A NIGHT CLASS IN MID-AIR HUGE MONSTER FIST FIGHTING.
WHO IS THIS GUY?

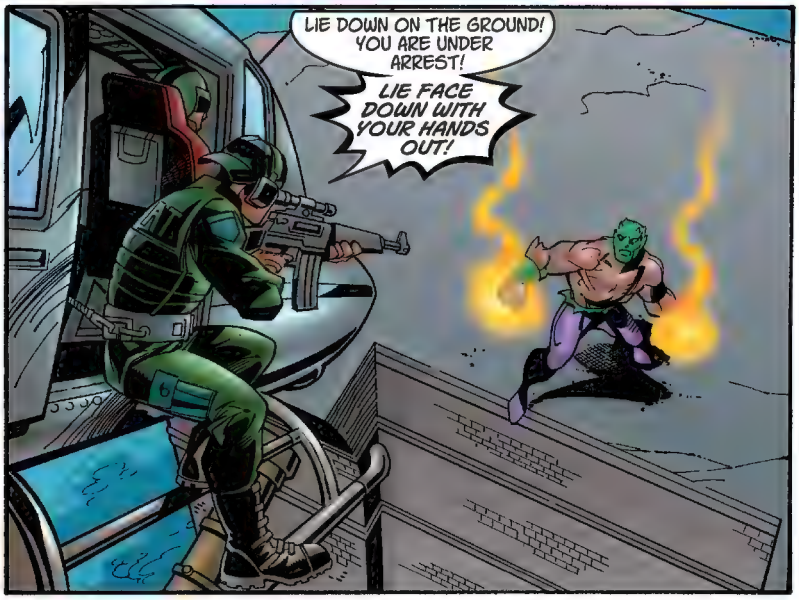



OH MAN, I'M GOING TO TOSS MY COOKIES AND... I HAVEN'T EVEN HAD ANY COOKIES.
IN FACT, I'M GOING TO GO HOME AND HAVE COOKIES, JUST SO I CAN TOSS THEM!


THWIP

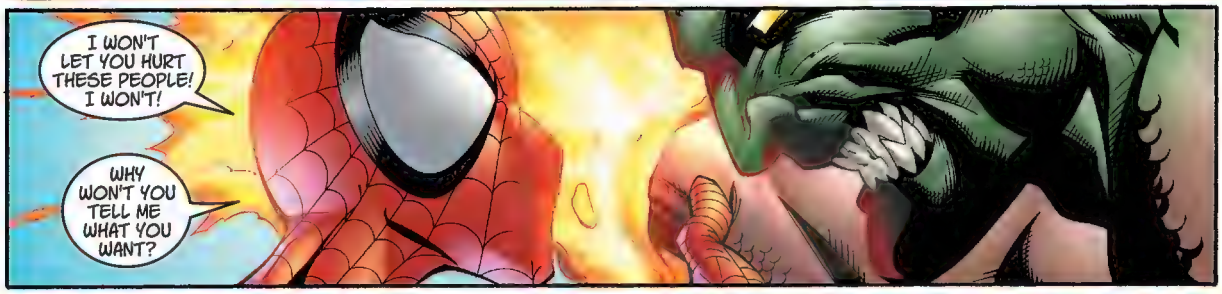
THIS IS THE NYPD! THIS IS THE POLICE! STAND DOWN!

BETTER GET MY SPIDER-BUTT BACK IN THE GAME. THOSE COPS DON'T KNOW WHAT THEY'RE DEALING WITH.
OH YEAH, LIKE I DO.
BUT AT LEAST I KNOW HE TOSSES FIREBALLS AND STUFF.

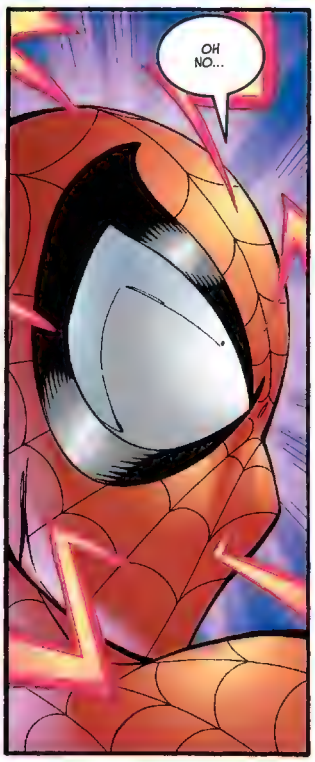

LIE DOWN ON THE GROUND! YOU ARE UNDER ARREST!
LIE FACE DOWN WITH YOUR HANDS OUT!

WHOA WHOA WHOA WHOA!
EVERYBODY CALM DOWN!
YOU PUT THE GUN AWAY AND YOU STOP WITH THE SMOKIN' FINGERS!

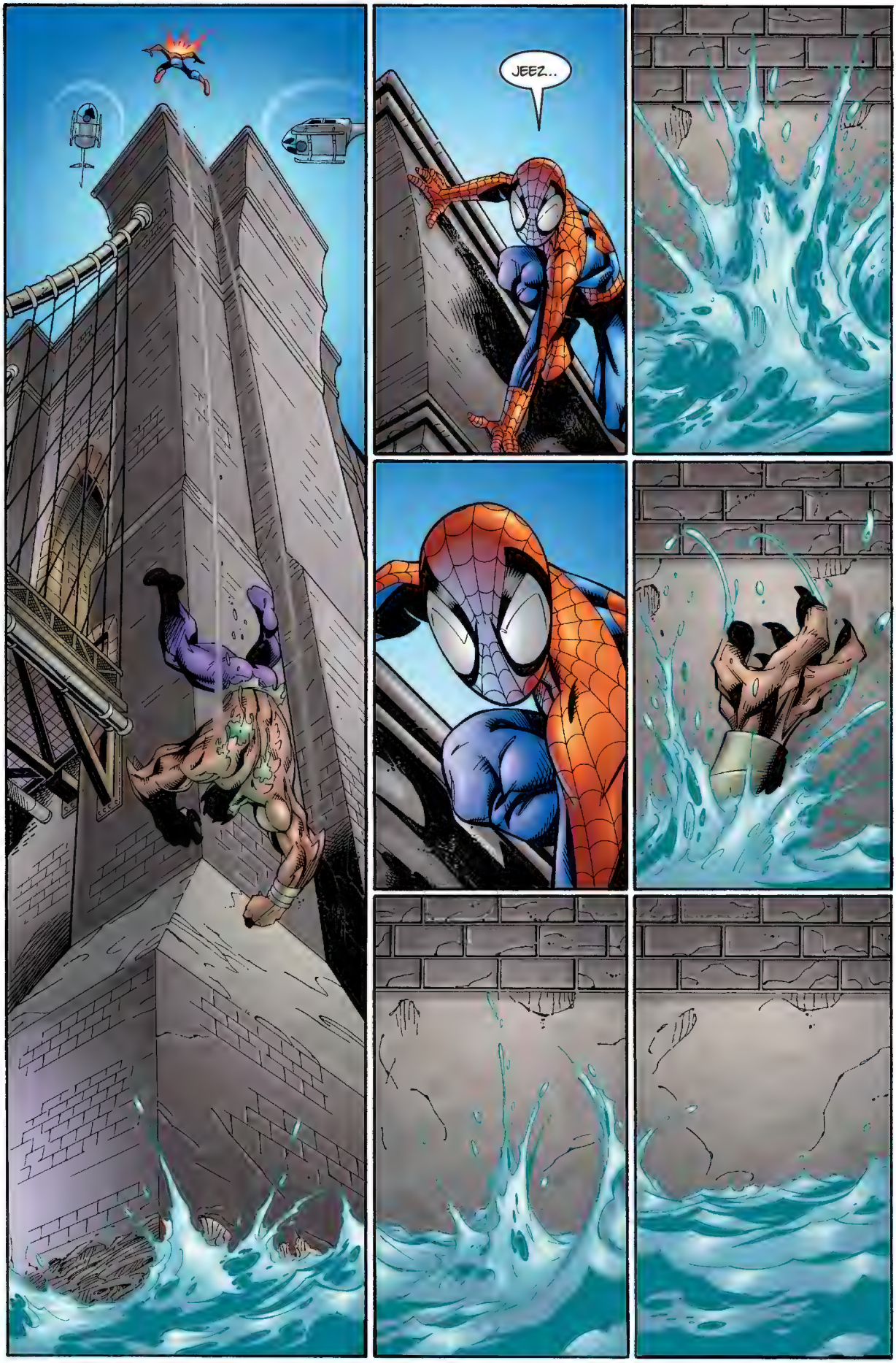
STAND DOWN!
WHAT PART OF "STOP WITH THE SMOKIN' FINGERS" DON'T YOU UNDERSTAND?!


I WON'T LET YOU HURT THESE PEOPLE! I WON'T!
WHY WON'T YOU TELL ME WHAT YOU WANT?

I HAVE THE SHOT.
WELL THEN TAKE IT!

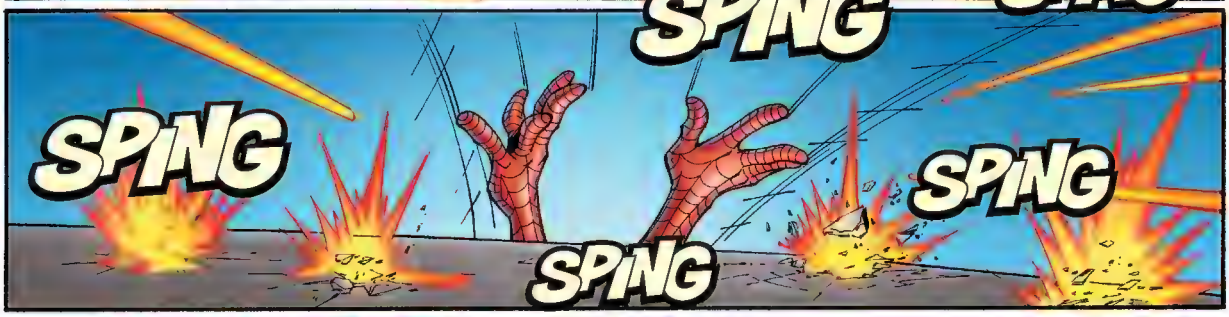

OH NO...

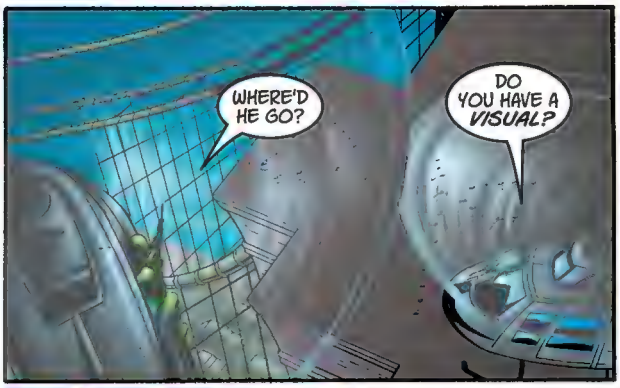
OH MY GOD!
S.W.A.T.
HUUFHH...
HHARRR!
BLAM BLAM BLAM
STOP IT! STOP SHOOTING!
PPPAAARRRKER!
HOW DO YOU KNOW ME?!


JEEZ...

LISTEN, I'M GOING TO GO IN AND GET HIM! SWING DOWN AND...
YOU ARE UNDER ARREST. LIE DOWN ON THE GROUND WITH YOUR HANDS OUT!
WHAT? WHAT DID I DO?
UH OH.
DO NOT MOVE OR WE WILL OPEN FIRE!
YOU ARE UNDER ARREST. LIE DOWN ON THE GROUND WITH YOUR HANDS OUT!
REMOVE YOUR MASK!
WAIT -- WE GOTTA SAVE HIM IF WE CAN --
FREEZE!

RATATATATATATAT
SPING
SPING
SPING


SPING
SPING
SPING


WHERE'D HE GO?
DO YOU HAVE A VISUAL?

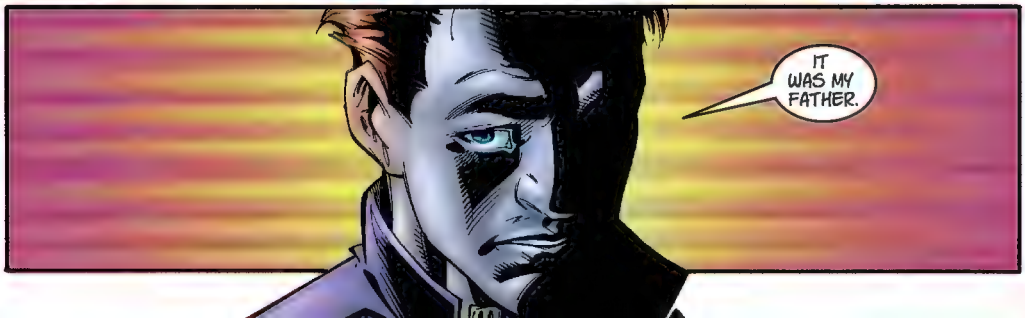
I GOT NOTHING.

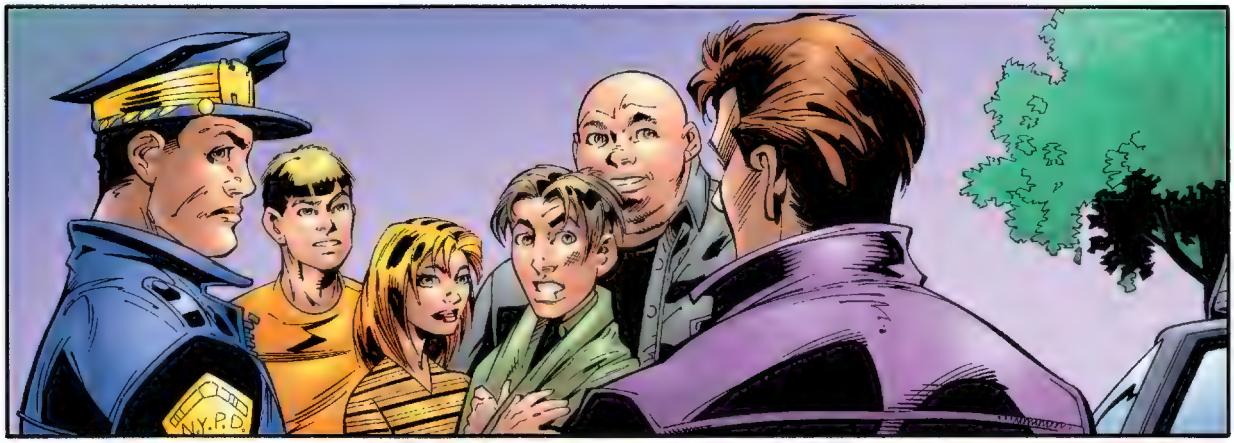
SWING AROUND AGAIN...

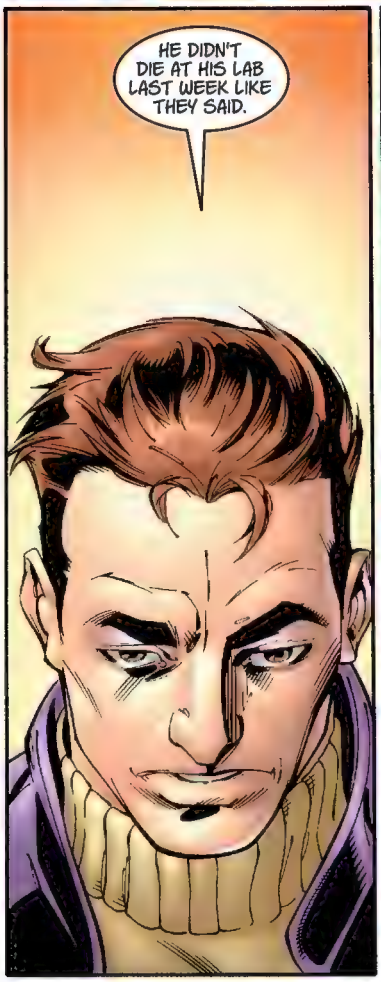
WE'RE LIVE OUTSIDE MIDTOWN HIGH. A SCHOOL UNDER ATTACK. A SCHOOL UNDER SIEGE.
TRY TO TAKE IT SLOW, KID, THAT'S QUITE A BRUISE.
IS THAT THE LAST OF THEM?
WHO CAN TELL? PLACE LOOKS LIKE A WAR ZONE.
NOT AS BAD AS IT LOOKS.
FLEW RIGHT OVER OUR HEADS. TOLD YOU HE COULD FLY.
GUESS WE -- WE DON'T HAVE TO WORRY ABOUT MID-TERMS.
PETER! OH THANK GOD.

FOUND HIM UNDER A CHALKBOARD.
THANK GOD.
WOW... OW...
MA'AM PLEASE --
-- DON'T SQUEEZE HIM LIKE THAT, HE MIGHT HAVE A CRACKED RIB.

WHAT WAS THAT THING?
DUDE, DID YOU GET A LOOK AT HIM?
DID YOU SEE SPIDER-MAN?
WHO? NO. I GOT PINNED UNDER SOME STUFF AND --
DUDE, WHAT WAS THAT THING?
IT WAS THE HULK!
MAN, THE HULK LIVES IN UTAH OR SOME-THING.
DOESN'T MATTER NOW. THE CALL CAME IN --
-- IT'S DEAD WHATEVER IT WAS.

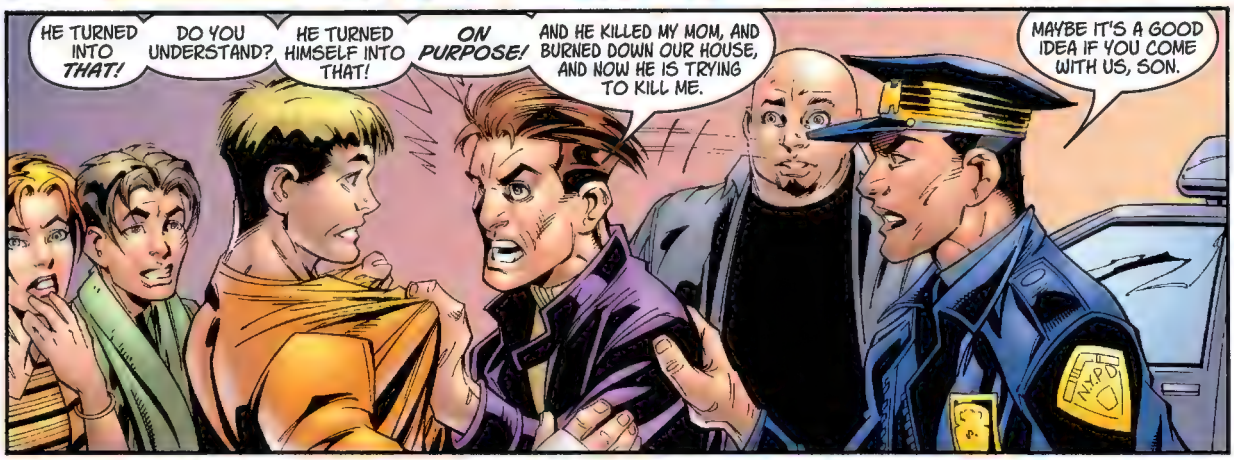

IT WAS MY FATHER.


N.Y.P.D.

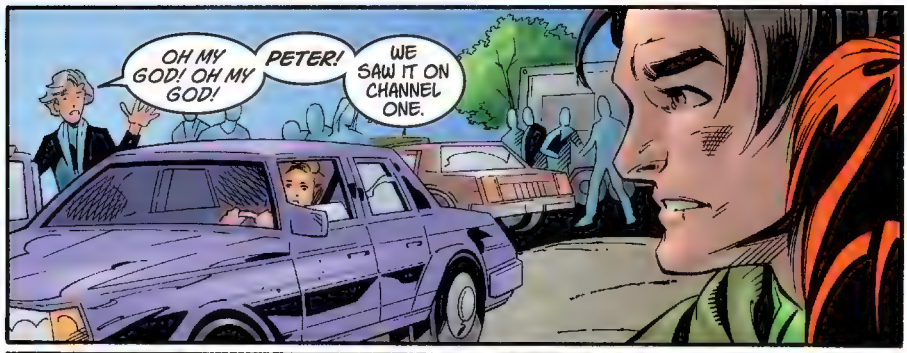

HE DIDN'T DIE AT HIS LAB LAST WEEK LIKE THEY SAID.

DUDE, YOU NEED A BREATHER.
THAT WAS THE HULK OR SOMETHING...
N.Y.P.D.

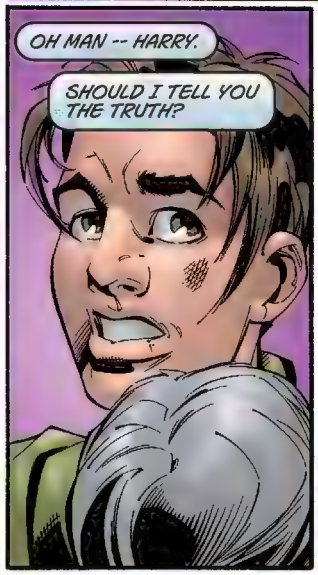
IN HIS LAB. HIS LAB. I WAS THERE.
I SAW IT -- I SAW IT WITH MY OWN EYES!
SAW *WHAT?*


HE TURNED INTO *THAT!*
DO YOU UNDERSTAND?
HE TURNED HIMSELF INTO THAT!
ON PURPOSE!
AND HE KILLED MY MOM, AND BURNED DOWN OUR HOUSE, AND NOW HE IS TRYING TO KILL ME.
MAYBE IT'S A GOOD IDEA IF YOU COME WITH US, SON.
N.Y.P.D.

HE TURNED HIMSELF INTO THAT THING.
AND NO ONE WILL TELL ME WHY...

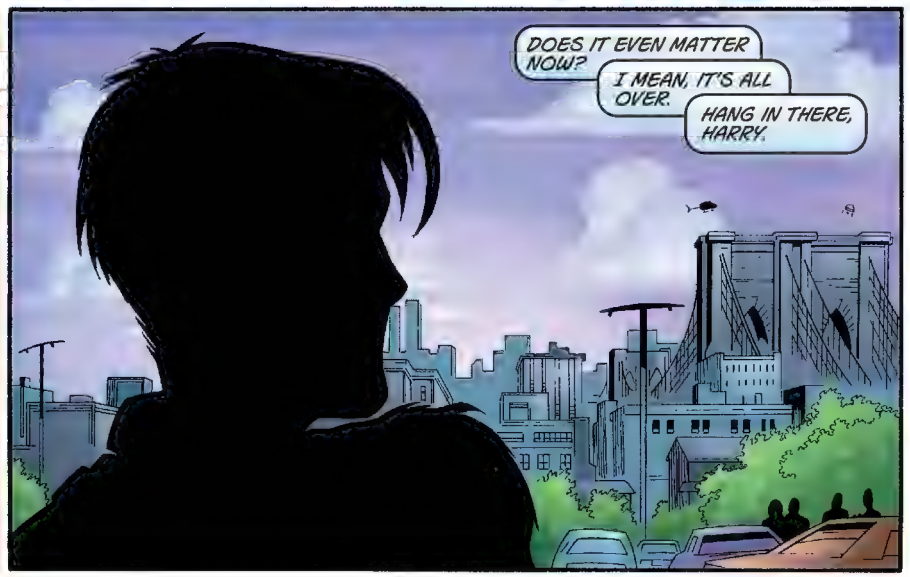

OH MY GOD! OH MY GOD!
PETER!
WE SAW IT ON CHANNEL ONE.

I'M OKAY.
OH MY GOD!
I'M OKAY.
OH, IF ANYTHING HAPPENED TO YOU...
I'M -- OW!
MOM...


OH MAN -- HARRY.
SHOULD I TELL YOU THE TRUTH?

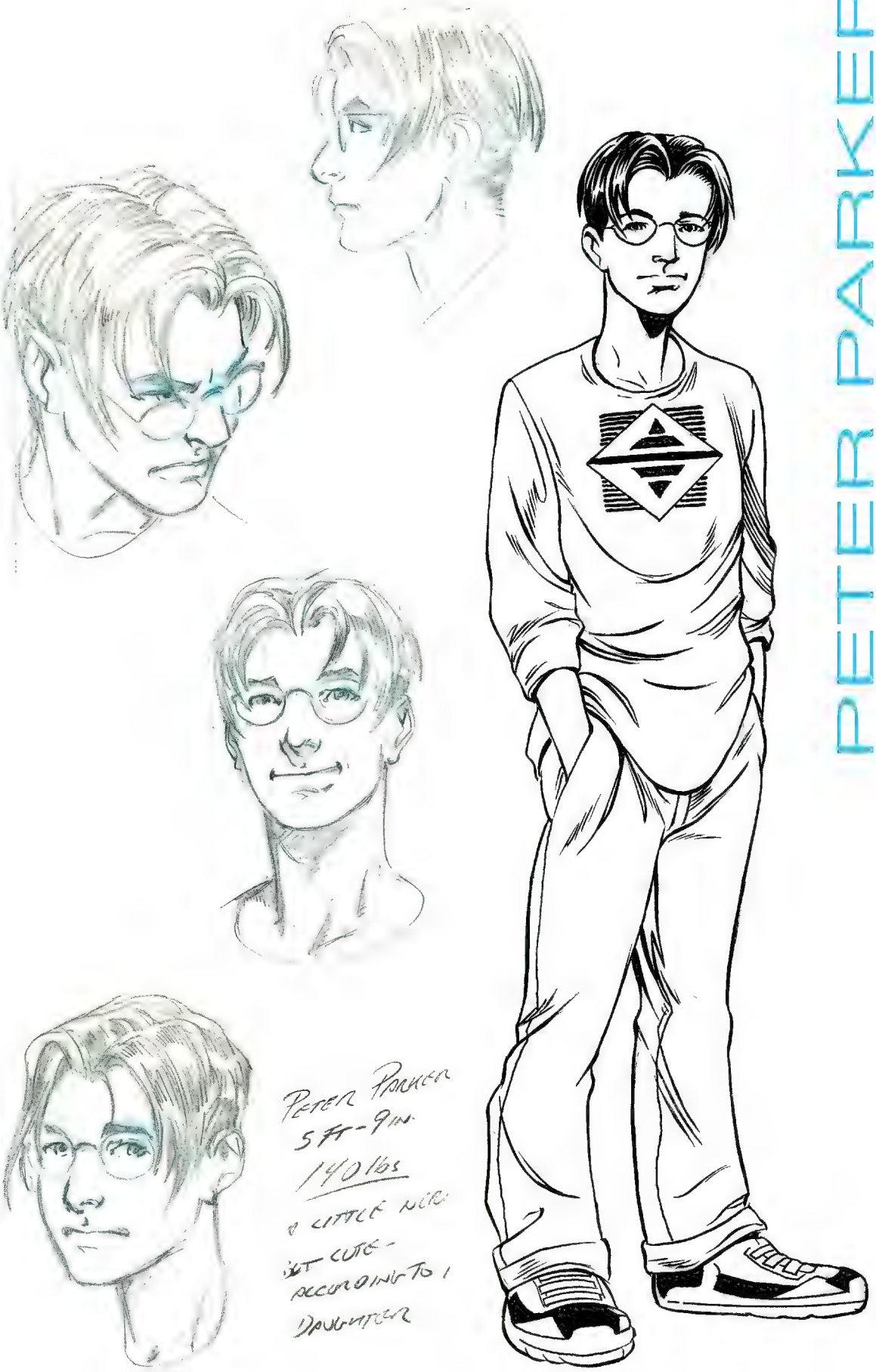
HOW DO I TELL YOU? IF THAT MONSTER WAS YOUR FATHER --
-- HE WASN'T HERE TO KILL YOU -- HE WAS TRYING TO KILL ME.
OR MAYBE BOTH OF US. I DON'T EVEN KNOW.
I MEAN -- WHY WOULD HE WANT TO KILL EITHER OF US? WHY?

DID WHAT TURNED ME INTO SPIDER-MAN TURN YOUR DAD INTO THAT?
DID WHAT HAPPENED TO HIM HAVE SOMETHING TO DO WITH WHAT HAPPENED TO ME?
I DON'T KNOW.
I DON'T EVEN REALLY KNOW WHAT HAPPENED TO ME YET.

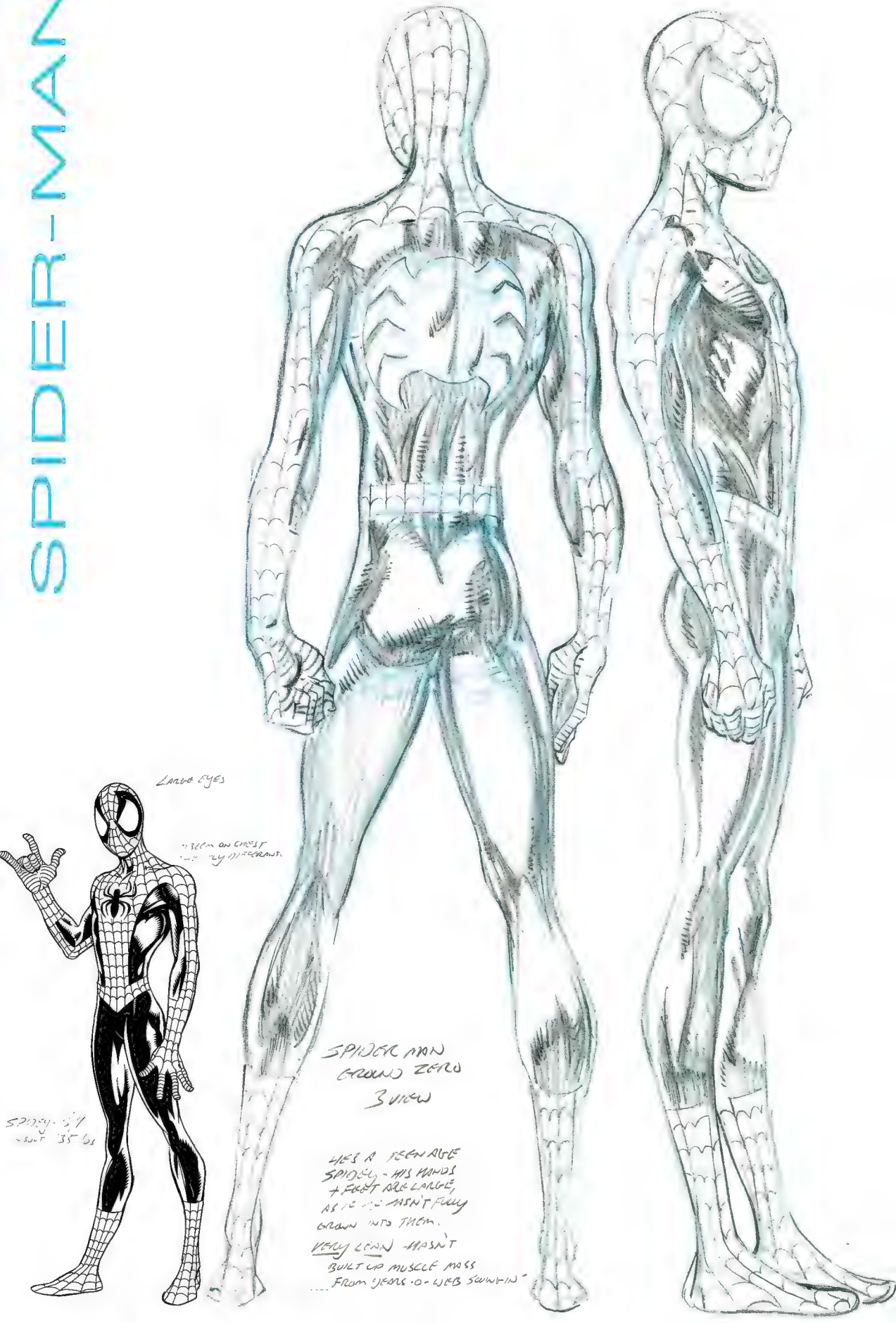

DOES IT EVEN MATTER NOW?
I MEAN, IT'S ALL OVER.
HANG IN THERE, HARRY.

316
772
915

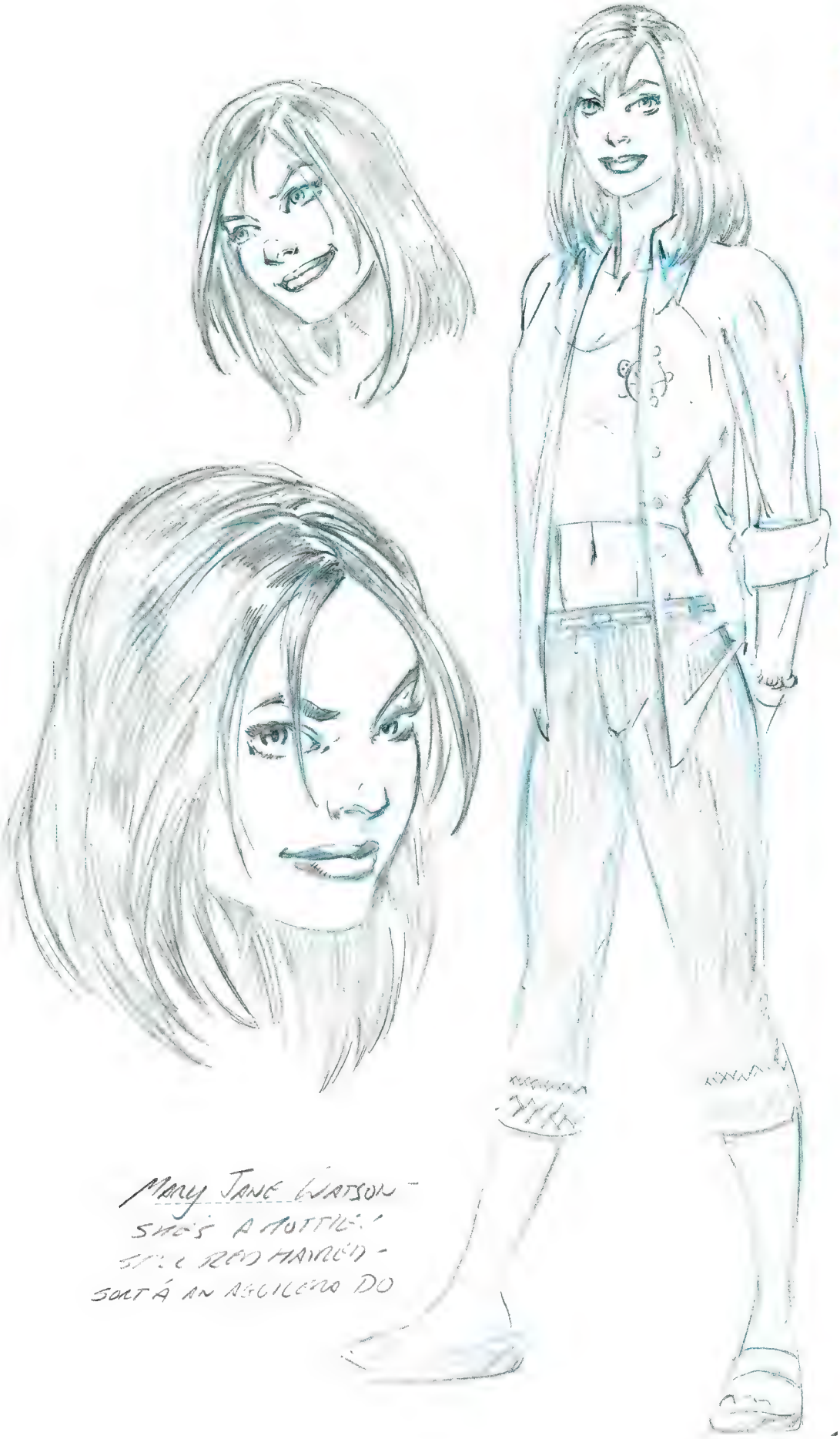
PETER PARKER



SPIDER-MAN


LARGE EYES
SPIDER MAN
GROUND ZERO
3 VIEW
HE'S A TEEN AGE
SPIDER - HIS HANDS
+ FEET ARE LARGE,
GROWN INTO THEM.
VERY LEAN HASN'T
BUILT UP MUSCLE MASS
FROM YEARS O - WEB SWINGIN'

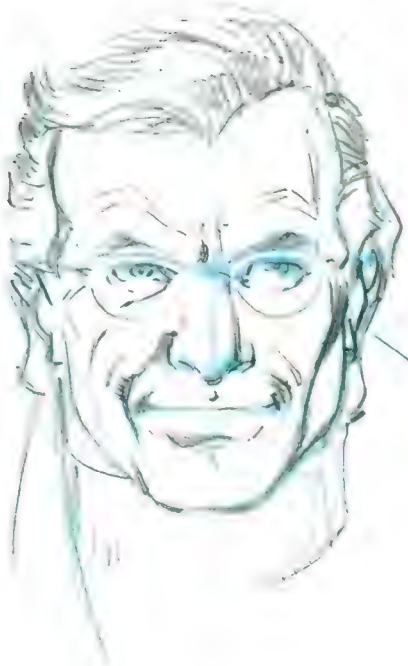
MARY JANE

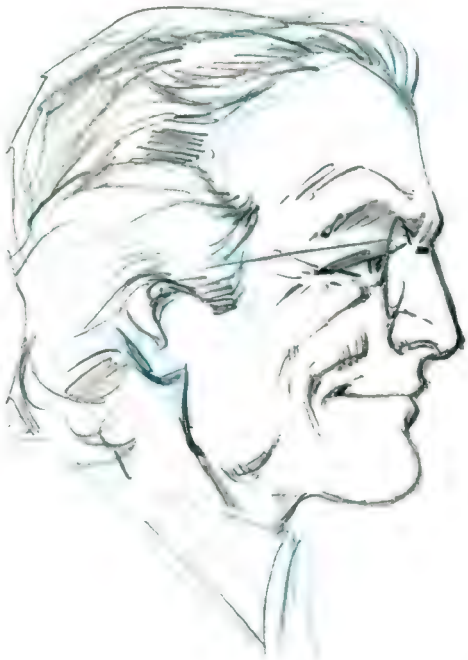

MARY JANE WATSON -
SHE'S A MUTTIE!
SHE'S RED HAIRED -
SORTA AN AGILENO DO

AUNT MAY

AUNT MAY -
CROSS B-TWEEN
GENA ROWLAND +
CONNIE ROBERTS

UNCLE BEN



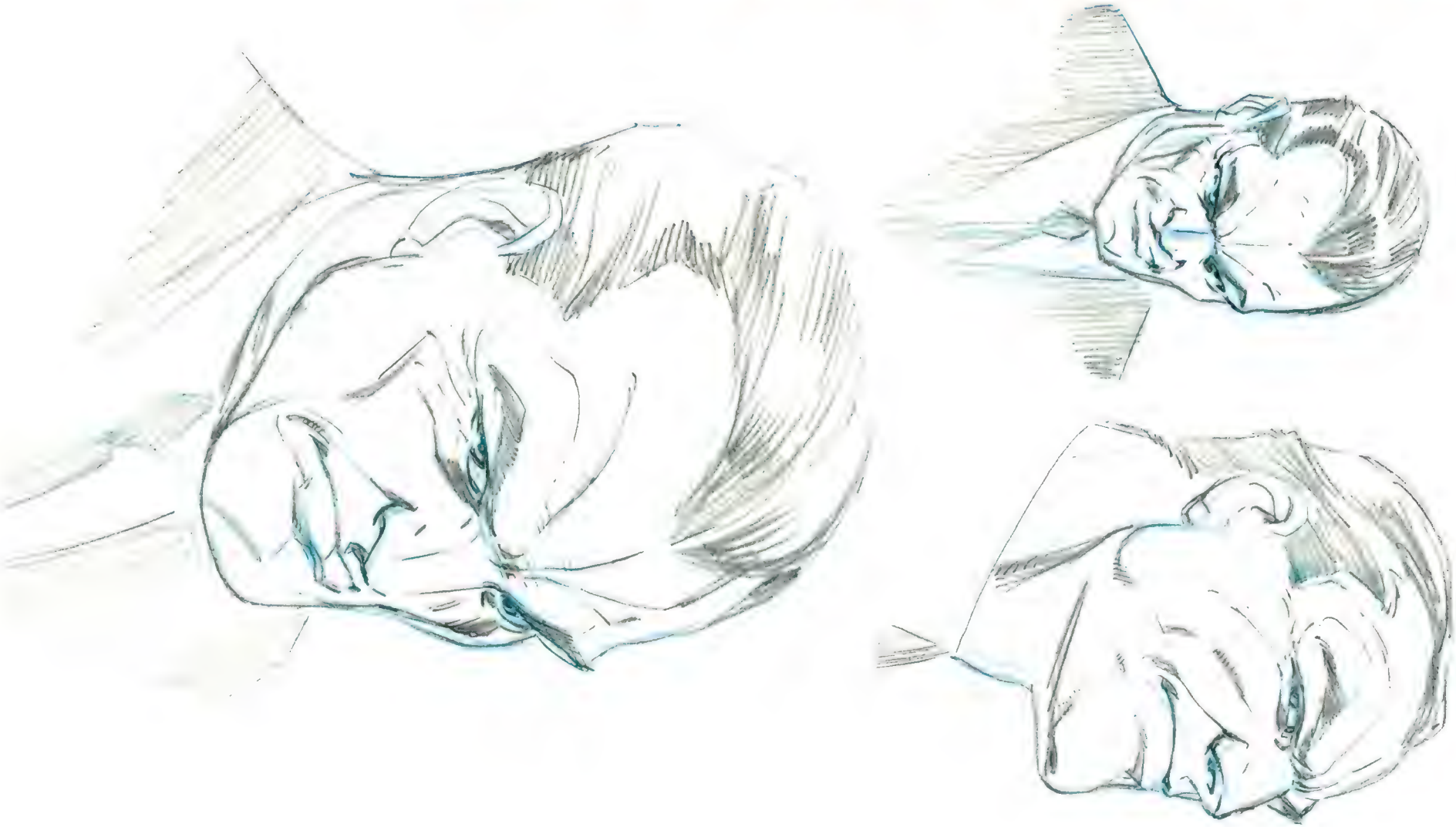


UNCLE BEN?

LOOKS A LIT' LIKE
TOM PALMER

MAYBE TOO HANDSOME?

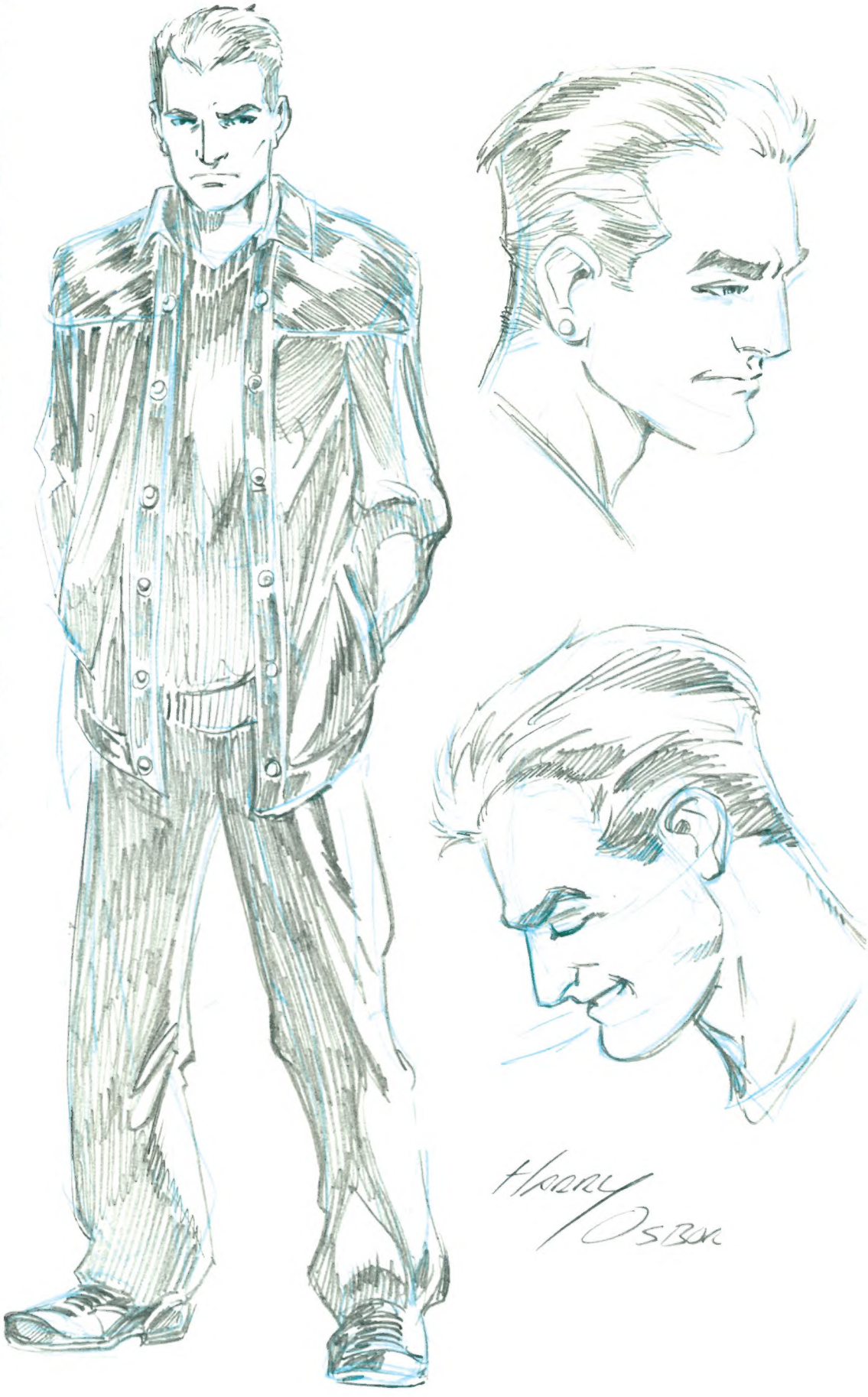
NORMAN OSBORN



GREEN GOBLIN

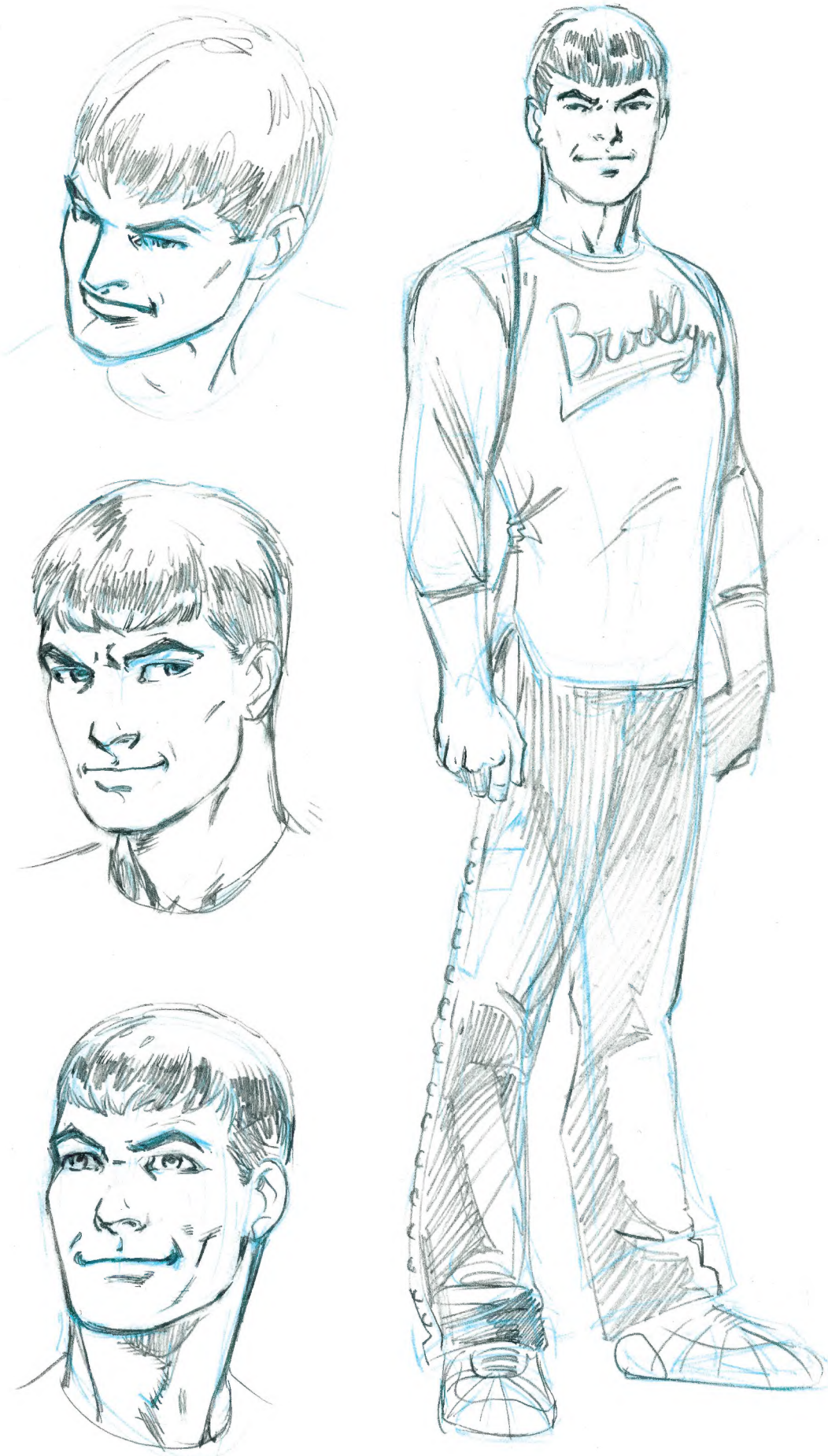
THE GOBLIN - 7" OF MEAN

HARRY OSBORN



KONG
HELLO
NASTY

FLASH



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